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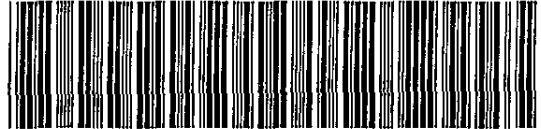
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 27 AM 9:30

J. Shivers MAY 02 2005

JOHN F. SPROULL, JR.

ATTORNEY AT LAW

314 ST. JOHNS AVENUE

PALATKA, FLORIDA 32177

PHONE 386-325-5301

FAX 386-325-3049

April 25, 2005

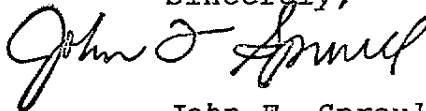
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: VILLA FARMS, INC.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation, together with Designation of Resident Agent. Also enclosed is my check in the amount of \$70.00 for the filing fee. Please return all correspondence to John F. Sproull, 314 St. Johns Avenue, Palatka, FL 32177.

Sincerely,



John F. Sproull

JFS/vm
Enc.

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ARTICLES OF INCORPORATION
OF
VILLA FARMS, INC.

ARTICLE I - NAME

The name of the Corporation shall be VILLA FARMS, INC.

ARTICLE II - EXISTENCE

The Corporation shall have perpetual existence and its existence shall begin business upon the approval of these Articles of Incorporation by the Secretary of State.

ARTICLE III - PURPOSE

The Corporation shall be permitted to engage in any business or activity permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV - STOCK

The Corporation shall be authorized to issue One Hundred (100) shares of stock which shall have no par value.

ARTICLE V - OFFICERS

The Corporation shall have no Directors. The Corporation's business shall be conducted by its officers of which there shall be a President, Secretary and a Treasurer. It shall be permissible for a person to hold more than one office. The initial officers and their addresses are:

President

William J. Herrington, Jr.
7300 Crill Avenue
Palatka, FL 32177

Secretary/Treasurer

William J. Herrington, Jr.
7300 Crill Avenue
Palatka, FL 32177

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ARTICLE VI - CORPORATE OFFICE AND REGISTERED AGENT

The registered or corporate office shall be at 7300 Crill Avenue, Palatka, FL 32177 and its registered agent at that address shall be William J. Herrington, Jr.

ARTICLE VII - ANNUAL MEETING

The annual meeting of the corporation shall be held on the second Friday of June of each year. The annual meeting shall be held at the corporation address and such other place as may be designed by its officers.

ARTICLE VIII - SUBSCRIBERS/INCORPORATORS

The name of the subscriber and incorporator of these Articles of Incorporation and his address is:

William J. Herrington, Jr.
7300 Crill Avenue
Palatka, FL 32177

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 25 day of April, 2005.




WILLIAM J. HERRINGTON, JR.

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, WILLIAM J. HERRINGTON, JR., well known to me to be the person subscribing his

name to the attached and foregoing Articles of Incorporation and he acknowledged before me that he subscribed his name to the foregoing certificate for the purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 25th day of April, 2005.


Notary Public - State of Florida
 VICKIE E. MOODY
Notary Public, State of Florida
My Commission Expires 2008
Personally Known COMM NO DB136741
ID Produced _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST -- That VILLA FARMS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the Town of Palatka, Florida, County of Putnam, State of Florida, has named William J. Herrington, Jr., 7300 Crill Avenue, Palatka, FL 32177 as its agent to accept service of process within its State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

Wm. J. Herrington, Jr.
Resident Agent

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