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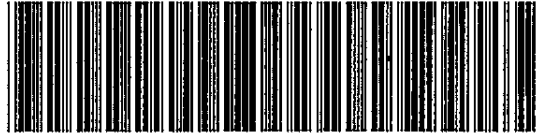
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE OF
KELLY B. HARDWICK, III

Telephone:
(863) 533-1300
FAX:
(863) 534-8175

341 W Davidson Street
Suite 301
Post Office Box 778
Bartow, FL 33830-0778

August 9, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: PEDRO JOSEPHINE & SONS, INC.

Dear Sir:

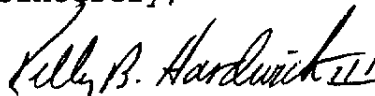
I have enclosed the executed original and one copy of the proposed Articles of Incorporation for PEDRO JOSEPHINE & SONS, INC. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,



Kelly B. Hardwick, III

:pe
Enclosures as noted
pc: Mr. & Mrs. Pedro Cati

ARTICLES OF INCORPORATION
OF
PEDRO JOSEPHINE & SONS, INC.

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is PEDRO JOSEPHINE & SONS, INC. and its principal place of business shall be located at 1085 East Main Street, Bartow, Florida 33830.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business *relating to seasonal fruit harvesting and related activities.*

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (\$1,000) shares of common stock at One and No/100 (\$1.00) Dollar par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1085 East Main Street, Bartow, Florida 33830, and the name of the initial registered agent of this corporation at that address is PEDRO CATI.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
PEDRO CATI	1085 East Main Street Bartow, Florida 33830
JOSEPHINE CATI	1085 East Main Street Bartow, Florida 33830

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
PEDRO CATI President	1085 East Main Street Bartow, Florida 33830
JOSEPHINE CATI Vice President	1085 East Main Street Bartow, Florida 33830
PEDRO CATI Secretary	1085 East Main Street Bartow, Florida 33830
JOSEPHINE CATI Treasurer	1085 East Main Street Bartow, Florida 33830

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
PEDRO CATI	1085 East Main Street Bartow, Florida 33830

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 9 AUG 05, 2005.

By Pedro Cati
PEDRO CATI
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that *PEDRO JOSEPHINE & SONS, INC.* desiring to organize or qualify under the laws of the State of Florida, has named PEDRO CATI, located at 1085 East Main Street, Bartow, Florida 33830, as its agent to accept service of process within Florida.

Dated: 9 AUG 05, 2005.

By Pedro Cati
Printed Name: PEDRO CATI
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 9 AUG 05, 2005

By Pedro Cati
PEDRO CATI
Registered Agent

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TALLAHASSEE, FLORIDA