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FLORIDA PROFIT CORPORATION OR P.A.

fresh florida oranges, inc.

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ARTICLES OF INCORPORATION
OF
FRESH FLORIDA ORANGES, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE FRESH FLORIDA
ORANGES, INC.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 4111 ANDERSON
ROAD, CORAL GABLES, FL. 33146.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL

STOCK:

| <u>NO. SHARES</u> | <u>CLASSIFICATION</u> | <u>PAR VALUE</u> |
|-------------------|-----------------------|------------------|
| 100,000 | COMMON | \$1.00 |

DOCUMENTS PREPARED BY FOY H. HAMMONS
14105 S. W. 82 AVE., MIAMI, FLA. 33158
(305) 378-5401

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THE
FLORIDA
STATE
SECRETARY OF
CORPORATIONS
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SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER, UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 14105 S. W. 82 AVE, MIAMI, FLORIDA 33158.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS FOY H. HAMMONS, 14105 S. W. 82 AVE., MIAMI, FLORIDA 33158.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE FOUR DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION IS STEPHEN WONG AND MIRIAM WONG AT 4111 ANDERSON ROAD, CORAL GABLES, FL. 33146 AND GREGORY WONG AND MICHELLE STEPHENSON AT 17303 S. W. 87 AVE., MIAMI, FLORIDA 33157.

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ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE CORPORATION.

ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.


IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY EXECUTES THESE ARTICLES OF INCORPORATION THIS 26 DAY OF September, 2005.


INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT OF FRESH FLORIDA ORANGES, INC.

DATED THIS 26 DAY OF September, 2005


REGISTER AGENT

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