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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Alico Merger Sub, Inc.

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STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ALICO MERGER SUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
39

In compliance with the requirements of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Alico Merger Sub, Inc. (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 10070 Daniels Interstate Court, Suite 100, Fort Myers, Florida 33913

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is One Thousand (1,000), all of which shall be common stock.

ARTICLE V: CONTROL-SHARE ACQUISITIONS

The Corporation exercises its right, pursuant to Section 607.109(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.109, 607.244(c) and 607.247(2), Florida Statutes.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at that office is:

A. Edward McGinty, Esquire
c/o Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard, Suite 2800
Tampa, Florida 33602

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ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Edward McGinty, Esquire
c/o Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard, Suite 2800
Tampa, Florida 33602

ARTICLE VIII: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


A. Edward McGinty, Registered Agent


Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.


A. Edward McGinty, Incorporator


Date

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