

P93000059424

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

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TALLAHASSEE FLORIDA

BASIC AMENDMENT

FLORIDA MASTERS PACKING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

*Amended & Re-stated
w/ Name Change*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2000

FLORIDA MASTERS PACKING, INC.
2306 S KINGS HWY
FT PIERCE, FL 34945US

SUBJECT: FLORIDA MASTERS PACKING, INC.
REF: P93000059424

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The new corporation name should appear only in Article I of the AMENDED AND RESTATED ARTICLES OF INCORPORATION. The current name should appear throughout the remainder of the document.

Article VIII of the Amended and Restated Articles should be entitled INCORPORATORS.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000011714
Letter Number: 500A00014556

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FLORIDA MASTERS PACKING, INC.

**CERTIFICATE TO AMENDED AND
RESTATED ARTICLES OF INCORPORATION**

The undersigned officer of FLORIDA MASTERS PACKING, INC. delivers this Certificate to Amended and Restated Articles of Incorporation in order to amend and restate the Articles of Incorporation of the Corporation.

ARTICLE I

The name of this Corporation is FLORIDA MASTERS PACKING, INC.

ARTICLE II

The Corporation's Articles of Incorporation are amended and restated in their entirety in the form attached hereto.

ARTICLE III

The Amended and Restated Articles do not provide for an exchange, reclassification or cancellation of issued shares.

ARTICLE IV

The Amended and Restated Articles were duly adopted by the Board of Directors and the shareholders of the Corporation by written consent pursuant to which a sufficient number of Directors and shareholders approved the Amended and Restated Articles on March 8, 2000.

ARTICLE V

The address of the office of the registered agent of the Corporation has changed from 2770 Indian River Road, Vero Beach, Florida 32960 to 3333 20th Street, Vero Beach, Florida 32960.

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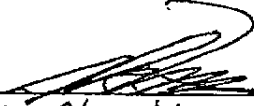
FROM HOLLAND AND KNIGHT 407 244 5288

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IN WITNESS WHEREOF, this Certificate has been executed
as of March 8th, 2000.

FLORIDA MASTERS PACKING, INC.

By: 
Name: Akio Mizuno
Title: Director and President

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR

FLORIDA MASTERS PACKING, INC.

The Articles of Incorporation of Florida Masters Packing, Inc., have been amended and restated to read as follows:

ARTICLE I
Name

The name of this corporation is MBK MASTERS, INC., hereinafter referred to as the Corporation.

ARTICLE II
Purposes

This Corporation is organized for the following purposes:

A. To engage in all phases of citrus purchase and sales processing and any other matter relating to the citrus industry, and in any activities or business permitted under the laws of the United States and Florida.

B. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all lawful business.

C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects, purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the

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Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

ARTICLE III Capital Stock

The capital stock of this Corporation shall consist of one million two hundred seventy-two thousand (1,272,000) shares at One and no/100 dollar (\$1.00) per share par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV Restrictions on Sales and Transfers of Stock

The shares of stock to be issued by the Corporation shall be subject to the restrictions upon the sale and transfer thereof as provided in the Amended and Restated Shareholders Agreement made and entered into as of March 16, 2000 by and among the Corporation and all of the shareholders thereof.

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ARTICLE V
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The registered office of the Corporation shall be 3333 20TH Street, Vero Beach, Florida 32960; and the registered agent shall be Chester Clem.

ARTICLE VII
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of one (1) directors, who shall serve until such time as may be established in the corporate Bylaws for the first annual meeting or until resignation, whichever shall occur first. The corporate Bylaws shall provide for the number of directors (except the initial Board of Directors), which number shall not exceed seven (7). The names and addresses of the initial directors of this Corporation are: Akio Mizuno, 2916 S. A1A, Vero Beach, FL 32963.

ARTICLE VIII
Incorporators

The names and addresses of the persons signing these Articles are: Akio Mizuno, 2916 S. A1A, Vero Beach, FL 32963.

ARTICLE IX
Special Charter Provisions

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

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A. Subject to the Bylaws, if any, adopted by the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

B. The Corporation may, at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets, including its good will and its corporate business, upon such terms and conditions, either for cash, for the securities of any other corporation or corporations and for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding.

C. No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in or is a director or officers or are directors or officers of such other corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract of the Corporation or a contract in which the Corporation is interested; further, no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporation; and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation

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for the benefit of himself or any firm, association or corporation in which he may be
anywise interested. Any director of the Corporation may vote upon any contract or
other transaction between the Corporation and any subsidiary or controlled
company without regard to the fact that he is also a director of such subsidiary or
controlled company.

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