

THOMAS F. KIESEL

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January 3, 1995

Corporate Record Bureau
Corporation's Division
Department of State
Post Office Box 5327
Tallahassee, Florida 32302

RECEIVED
JAN 10 1995
TALLAHASSEE, FLORIDA
***122.50 ***122.50

RE: McMahon Potato Farms, Inc.

Enclosed please find the following:

- (1) Original and one copy of Articles of Incorporation.
- (2) My check in the amount of \$122.50, to cover the following:

Filing Fee:	\$35.00
Registered Agent:	35.00
Certified Copy:	<u>52.50</u>

TOT AMOUNT: \$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned.

Very truly yours,



Thomas F. Kiesel

TFK/la

Enclosures: as stated

cc: Robert and Shelly McMahon

FILED
95 JAN -5 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F:\WP50\CORPORAT\SECSTATE

T. BROWN JAN - 9 1995

ARTICLES OF INCORPORATION
OF
McMAHON POTATO FARMS, INC.

FILED
95 JAN -5 AM 9 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is McMAHON POTATO FARMS, INC., and its address is 8500 Penzance Boulevard, Fort Myers, Florida 33912.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1,000 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8500 Penzance Boulevard, Fort Myers, Florida 33912, and the name of the initial registered agent of this corporation

at that address is ROBERT E McMAHON, JR.

ARTICLE VI

Initial Board of Directors

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The names and addresses of the initial directors of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Robert E. McMahon, Jr.	8500 Penzance Boulevard Fort Myers, FL 33912
Shelly D. McMahon	8500 Penzance Boulevard Fort Myers, FL 33912

ARTICLE VII

Initial Officers

The names and post office addresses of the President and Secretary\Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
Robert E. McMahon, Jr.	8500 Penzance Boulevard Fort Myers, FL 33912	President
Shelly D. McMahon	8500 Penzance Boulevard Fort Myers, FL 33912	Secretary\ Treasurer

ARTICLE VIII

Incorporators

The names and addresses of the persons signing these Articles as subscribers to the corporation, together with the number of shares each agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
Robert E. McMahon, Jr.	8500 Penzance Boulevard Fort Myers, FL 33912	100
Shelly D. McMahon	8500 Penzance Boulevard Fort Myers, FL 33912	100

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

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.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 3rd day of January, 1995.

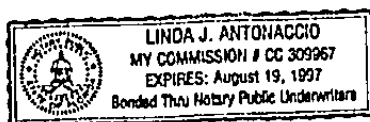
Robert E. McMahon, Jr.
ROBERT E. McMAHON, JR., Subscriber

Shelly D. McMahon
SHELLY D. McMAHON, Subscriber

STATE OF FLORIDA
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 3rd day of January, 1995, by ROBERT E. McMAHON, JR., and SHELLY D. McMAHON, who are (X) personally known to me or who have () produced _____ as identification and who (X) did or () did not take an oath.

Signature of Notary Public Linda J. Antonaccio
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 309967
Commission Exp. Date 8-19-97



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named 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, and agree to comply with the provisions of said act relative to keeping open said office.


ROBERT E. MCMAHON, JR., Registered Agent

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FILED
95 JAN -5 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA