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**OTTO HALBOTH**  
Attorney At Law  
6501 Central Avenue  
Post Office Box 40862  
St. Petersburg FL 33743-0862  
Telephone (813) 363-1103

January 13, 1995

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-01/18/95--01044--019  
\*\*\*122.50 \*\*\*122.50

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

RE: Articles of Incorporation of SEABOARD PRODUCTIONS, INC.

Dear Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, and letter of acceptance of registered agent relative to the above referenced matter. Please file the original Articles of Incorporation accordingly and return to me a certified copy.

I am enclosing my check in the amount of \$122.50, covering:

Filing Fee:	:	\$35.00
Certificate of Designating Agent	:	\$35.00
Certified Copy	:	\$52.50

Your prompt attention and courtesy to this matter is appreciated.

Very truly yours,

*Otto Halboth*  
Otto Halboth

MB/20/95

OH:nh

enclosures: as stated

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

1995 JAN 17 PM 12:30

FILED

FILED  
1935 JAN 17 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Seaboard Productions, Inc.

ARTICLE I - NAME

This corporation shall be known as Seaboard Productions, Inc.

ARTICLE II - PURPOSE

The purpose for which this corporation shall exist is to engage in the business of horticulture and of any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - TERM OF DURATION

The term for which this corporation shall exist is to be perpetual.

ARTICLE IV - CAPITAL

The amount of capital for which the corporation shall commence business is Five Hundred Dollars(\$500.00).

ARTICLE V - STOCK

The total amount of shares of capital stock that may be issued by this corporation is 100 shares each sharing a nominal par value of Five Dollars(\$5.00) per share, all of which shall be designated "Common Stock" and which shall be fully paid and non-assessable.

ARTICLE VI - ADDRESS OF BUSINESS

The address of the initial principal office of this corporation shall be: 8820 Old Polk City Road, Haines City, Florida, 33844.

The Board of Directors may from time to time move this principal office to any other address in the State of Florida.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: A. Gene Grimes, 3145 5th Avenue, North, St. Petersburg, Florida, 33713.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have three(3) directors constituting of the initial Board of Directors. The number of directors may be increased or decreased from time to time by the Bylaws, however, there shall never be less than one director nor more than five directors. The name and address of the initial Board of Directors of this corporation is:

A. Gene Grimes, President/Secretary  
Post Office Box 14004  
St. Petersburg, Florida 33733

Donald A. Pinney, III., Vice-president  
884 Ponce de Leon  
Tierra Verde, Florida 33715

Robert W. Barber, Treasurer  
6911 Grande Vista Way South  
South Pasadena, Florida 33705

ARTICLE IX - SUBSCRIBERS

The name of the initial Subscriber signing these Articles of Incorporation is: A. Gene Grimes  
Post Office Box 14004  
St. Petersburg, Florida 33733


ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former officer of director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 13 day of January, 1995.

  
A. Gene Grimes, Subscriber

FILED

JAN 17 PM 12:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. GENE GRIMES  
3145 5th Avenue, North  
St. Petersburg, Florida 33713

A. Gene Grimes  
President

January 13, 1995

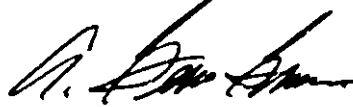
State of Florida  
Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Registered Agent of SEABOARD PRODUCTIONS, INC.

Dear Madam:

Please be advised that the undersigned does hereby accept the appointment as registered agent of the above corporation pursuant to the applicable Florida Statutes.

Very truly yours,



A. Gene Grimes

OH/nh