

PA5000007805

EFFECTIVE DATE

12-1-94

Division of Corporations
Department of State
P. O. 6327
Tallahassee, FL 32314

700001395997
-02/01/95--01115--005
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for CALDWELL CITRUS, INC. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

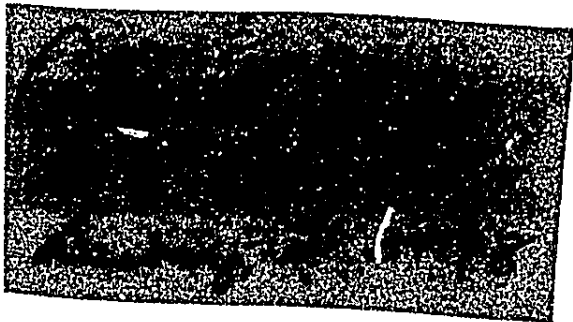
Also enclosed is a copy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

Genevieve Caldwell
12-1-94

70.00 F.F.

W94-25696



FILED
91, DEC -8 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-1-94

Division of Corporations
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P. O. 6327
Tallahassee, FL 32314

Dear Division of Corporations:

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Also enclosed is a copy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

Cornelius Caldwell
12-1-94

300001351709
-12/13/94--01076--007
*****52.50 *****52.50

~~12-1-94-26638~~

DMC
12/14/94

due 17.50
625
~~789, 676, 524, 671~~

FILED
91 DEC -8 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 14, 1994

CALDWELL CITRUS
206 MIKE STREET
LEESBURG, FL 34748

SUBJECT: CALDWELL CITRUS, INC.
Ref. Number: W94000026638

We have received your document for CALDWELL CITRUS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$70.00.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please submit one document for filing.

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 (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 494A00053065

FILED

94 DEC -8 PH 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE

CALDWELL CITRUS, INC.

12-1-94

The undersigned natural person, of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be CALDWELL CITRUS, INC., and the principal address is 206 Mike Street, Leesburg, Florida, 34748 and the mailing address is 206 Mike Street, Leesburg, Florida, 34748

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock, each with a par value of \$10.00.

ARTICLE IV

Subscribers, Incorporators and Directors

The name and address of the Subscriber and Incorporator is: Cornelius Caldwell, 206 Mike Street, Leesburg, Florida, 34748.

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.

ARTICLE VII
Directors

A. The business of the corporation shall be managed initially by a board of four (4) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII
Operating Agreement

Two or more of the shareholders of this corporation entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the corporation and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this corporation. The Board of Directors may require, by resolution or by bylaw, that the existence of such agreement be noted on the certificates of stock of the corporation which are subject to such agreement.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be December 1, 1994, pursuant to Florida Statute 607.167.

ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 206 Mike Street, Leesburg, Florida, 34748. The name of the Registered Agent of this corporation is CorneliusCaldwell at the above office address.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the
Incorporator, certifies to the truth of the facts herein stated
this 1st day of December, 1994.



Cornelius Caldwell

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared
before me, an officer duly authorized to administer oaths and
take acknowledgments, Cornelius Caldwell, who is personally
known to me, and after being duly cautioned and sworn, did depose
and say that he has affixed his name to the foregoing Articles
of Incorporation of CALDWELL CITRUS, INC., as the original
subscriber to said corporation, for the purposes therein
expressed.

WITNESS my hand and official seal at Leesburg, County
of Lake, State of Florida, this 29th day of
November, A.D., 1994.



Notary Public
My Commission Expires:  JENNETTE P. MILLER
MY COMMISSION # GC344207 EXPIRES
January 15, 1995
BONDED THRU TRISTAR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED


94 DEC -8 PM 4:24

Pursuant to the provisions of Sections 607.0501 or ~~SECRETARY OF STATE~~
Florida Statutes, the undersigned corporation, organized under ~~TALLAHASSEE, FLORIDA~~
the laws of the State of Florida, submits the following statement
in designating the registered office/registered agent, in the
State of Florida.

1. The name of the corporation is: CALDWELL CITRUS, INC.
2. The name and address of the registered agent and office
is:

Cornelius Caldwell
206 Mike Street
Leesburg, Florida 34748

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.



Cornelius Caldwell

Dated: December 1, 1994