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LAW OFFICE
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February 8, 1995

State of Florida
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

FILED
95 FEB -9 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Filing Articles of A&G Harvesting, Inc.

400001402274
-02/09/95--01117--003
***122.50 ***122.50

Dear Sir/Madam:

I have enclosed an Original and a copy of the proposed Articles of Incorporation for A&G Harvesting, Inc. Kindly file the Original and retain a certified copy.

Also enclosed is our check in the amount of \$122.50 for the cost of filing.

Sincerely,

COLIN C. CUSHNIE, P.A.

BY: 
Colin C. Cushnie, Esquire
For the Firm

Enclosure

CCC/cjc

ST
2-10-95

**ARTICLES OF INCORPORATION
OF
A & G HARVESTING, INC.**

FILED
95 FEB -9 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of this corporation under the "**Florida Business Corporation Act**", as amended, adopts that following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of this corporation is:

A & G Harvesting, Inc.

ARTICLE II

General Purpose

This corporation is organized for the purpose of operating a fruit harvesting business and for transacting any and all lawful business for which corporations may be incorporated under the "**Florida Business Corporation Act**".

ARTICLE III

General Powers and Duration

This corporation shall have perpetual duration and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

1. To sue and be sued, complain and defend in its corporate name;
2. To have a corporate seal, which may be altered at will and to use it for a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
3. To purchase, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange and otherwise dispose of all or any part of its property;
5. To lend namely to, and to use its credit to assist, its officers and employees in accordance with F.S. Section 607.0833;
6. To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interest in, or obligation of, any other entity;
7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the

contracting corporation;

8. To lend money, invest and reinvest its funds and receive and hold real and personal property as security for repayment;

9. To conduct its business, locate offices , and exercise the powers granted by the Florida Business Corporations Act within or without this State;

10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money, and credit;

11. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of this State, for managing the business and regulating the affairs of the corporation;

12. To make donations for the public welfare or charitable, scientific, or educational purposes;

13. To transact any lawful business that will aid governmental policy;

14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

15. To pay pensions and establish pension plans, pension trust, profit sharing plans, share bonus plans, share option plans, and benefits or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

16. To provide insurance for its benefit on the life of any of its directors, officers, or

employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be two (2) directors initially. The number of directors may be increased, and after such increase, decreased from time to time by Bylaws adopted by the shareholders. In no event shall the number of directors be less than two (2).

The names and street addresses of the members of the first Board of Directors are:

Name

Marguerite Grace

Albert Anderson

Address

3806 Avenue S
Fort Pierce, Florida 34947

3806 Avenue S
Fort Pierce, Florida 34947

ARTICLE VI
Incorporator (s)

The name and street address of each person signing the Articles of Incorporation, as an Incorporator (s) are:


Name	Address
Marguerite Grace	3806 Avenue S Fort Pierce, Florida 34947
Albert Anderson	3806 Avenue S Fort Pierce, Florida 34947

ARTICLE VII
Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be upon filing of these Articles of Incorporation.

ARTICLE VIII
Registered Agent

The undersigned, an individual who resides in this State, whose business office is identical with the registered office of this corporation, does hereby state that she accepts appointment as Registered Agent for this corporation and is familiar with, and accepts, the obligations of this position.


Marguerite Grace
Registered Agent
3806 Avenue S
Fort Pierce, Florida 34947

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in and is hereby reserved to the shareholders. The Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE X

Address

The initial mailing address of the principal office of this corporation in the State of Florida is:

3806 Avenue S
Fort Pierce, Florida 34947

ARTICLE XI

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE XII
Indemnification

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

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 7th day of February, 1995.

Marguerite Grace
Marguerite Grace

Albert Anderson
Albert Anderson

STATE OF FLORIDA

COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before as this 7th day of February by Marguerite Grace, Albert Anderson of A & G Harvesting, Inc., on behalf of the corporation. He/She is personally known to me or has produced FLDL # A 536 - 033 - 49 - 290, G - 620 - 540 - 65 - 641 as identification and did did not / take an oath.

Carole J. Cushnie
NOTARY PUBLIC



CAROLE J. CUSHNIE
My Comm Exp. 6/22/98
Bonded By Service Inc
No. CC386294
(1) manually Keen JJ-0801.0