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*BOARD CERTIFIED IN APPELLATE PRACTICE

PERSONAL AND CONFIDENTIAL

Ms. Terri Buckley
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Sun City Plants & Produce, Inc.

Dear Ms. Eure:

With regard to the above-referenced corporation, enclosed are the articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$122.50, in payment of the following fees:

1) Filing fee for articles	\$ 35.00
2) Filing fee for designation of registered agent	35.00
3) Fee for certified copy of articles	<u>52.50</u>
Totaling	\$122.50

Please call me collect at (813) 685-0050, when the articles have been filed. I have also enclosed an overnight delivery envelope, which I would appreciate it if you would use in forwarding the certified copy to our office.

Thank you for your assistance in this matter. Should you have any questions, or require further information, please feel free to call me.

Very truly yours,

Carol Hartline

Carol Hartline, Secretary
to Richard F. Wheeler

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/13/95
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ARTICLES OF INCORPORATION
OF
SUN CITY PLANTS & PRODUCE, INC.

ARTICLE I. NAME

The name of the corporation is Sun City Plants & Produce, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation is 17510 U.S. 301 South, Wimauma, Florida 33598, and the corporation's mailing address is P. O. Box 5607, Sun City Center, Florida 33571.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one class of stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17510 U. S. 301 South, Wimauma, Florida 33598, and the name of the initial registered agent of the corporation at this address is Linda L. Willis.

ARTICLE V. INITIAL DIRECTOR

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be fewer than one. The name and address of the directors of this corporation are:

Josiah W. Willis	4030 Saffold Road Wimauma, Florida 33598
Linda L. Willis	4030 Saffold Road Wimauma, Florida 33598
Josiah E. Willis	17510 U.S. 301 South Wimauma, Florida 33598

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles are:

Linda L. Willis

4030 Saffold Road
Wimauma, Florida 33598

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 10th day of March, 1995.

Linda L. Willis
Linda L. Willis

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of March, 1995, by Linda L. Willis, who is personally known to me or who has presented W/L as identification.

R. L. W.
Notary Public

Richard F. Whalen
(Print Name of Notary)
My Commission Expires: 7/28/95

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Linda L. Willis, hereby agrees to serve as Registered Agent for Sun City Plants & Produce, Inc., until further notice.

Linda L. Willis
Linda L. Willis