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March 10, 1995

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Filing Corporation Documents for Arbor Citrus Corp.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for the above named Corporation, along with a check for \$122.50. Please process these documents.

If you should have any questions, please contact me at (813) 536-5900.

Sincerely,



Arthur Rutenberg
Registered Agent

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**ARTICLES OF INCORPORATION
OF
ARBOR CITRUS CORP.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

**I.
Name**

The name of the Corporation is **ARBOR CITRUS CORP.**

**II.
Term of Existence**

Corporate existence will commence on March 15, 1995, in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence.

**III.
Principal Office**

The principal office of the Corporation is 13922 58th Street North, Clearwater, Florida 34620.

**IV.
Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$10.00 par value common stock, designated as Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 13922 58th Street North, Clearwater, Florida 34620. The name of its initial registered agent at such address is Arthur Rutenberg.

**VI.
Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation must

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always have at least 1, but no more than 5, directors. The name and address of the initial director of the Corporation, who will serve until her successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Arthur Rutenberg	13922 58th Street North Clearwater, Florida 34620

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Arthur Rutenberg	13922 58th Street North Clearwater, Florida 34620

VIII.
Affiliated Transactions

Pursuant to the provisions of §607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in §607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws is vested in the Corporation's Board of Directors.

X.
Indemnification

The Corporation must indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

XII.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 13, 1995.


Arthur Rutenberg
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 15, 1995


Arthur Rutenberg

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