

1201 HAYS STREET
TALLAHASSEE, FL 32301

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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072 000032

REFERENCE 595862 81491A

AUTHORIZATION

COST LIMIT : \$ 122.50

ORDER DATE : May 9, 1995

ORDER TIME : 10:30 AM

ORDER NO. : 595862

CUSTOMER NO: 81491A

CUSTOMER: John B. Mcracken, Esq
JONES FOSTER JOHNSTON & STUBBS

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

EFFECTIVE DATE

MAY - 8 1995

DOMESTIC FILING

NAME: SUNFRESH PRODUCTS, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAY - 9 1995

FILED
95 MAY -9 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

The name **SUNFRESH PRODUCTS, INC.** has been reserved for 120 days beginning May 5, 1995. The reservation number is R95000002037 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 095A00022156

**ARTICLES OF INCORPORATION
OF
SUNFRESH PRODUCTS, INC.**

FILED
25 MAY -9 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

EFFECTIVE DATE

ARTICLE I

Name

MAY - 8 1995

The name of this corporation shall be SUNFRESH PRODUCTS, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of producing, promoting and distributing citrus products and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of One Million (1,000,000) shares of common stock of Ten Cents (10¢) par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 1300 Allendale Road, West Palm Beach, Palm Beach County, Florida 33405.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is John B. McCracken, located at the Registered Office of the corporation at Suite 1100, 505 South Flagler Drive, West Palm Beach, Palm Beach County, Florida 33401-3475.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

Larry E. Brown
202 Angler Avenue
Palm Beach, FL 33480

Betty G. Brown
202 Angler Avenue
Palm Beach, FL 33480

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Larry E. Brown
202 Angler Avenue
Palm Beach, FL 33480

President

Betty G. Brown
202 Angler Avenue
Palm Beach, FL 33480

Vice President,
Secretary/Treasurer

ARTICLE IX

Incorporator

The name and address of the incorporator is:

John B. McCracken
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401-3475

ARTICLE X

Amendment

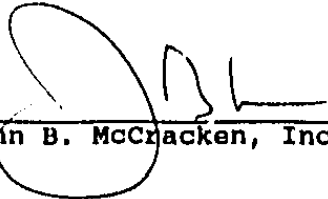
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 8th day of May, 1995.



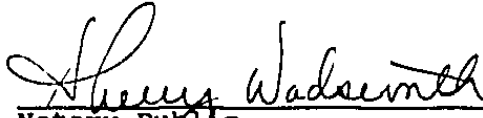
John B. McCracken, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by John B. McCracken, who is personally known to me or who has produced a driver's license as identification, this 8th day of May, 1995.

(NOTARY SEAL)



Notary Public
Print Name: Sherry Wadsworth
Commission No.: _____
My commission expires: _____



COMM. EXP. FEBRUARY 17, 1999
No. CC 431023

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

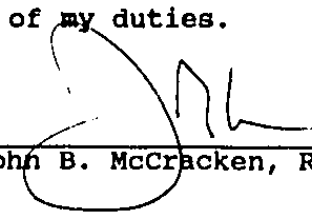
FILED
95 MAY -9 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That SUNFRESH PRODUCTS, INC., desiring to organize under
the laws of the State of Florida, has named John B. McCracken,
located at the Registered Office of the corporation at Suite 1100,
505 South Flagler Drive, West Palm Beach, Palm Beach County,
Florida 33401-3745, as its Registered Agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation at the place designated in this
Certificate, I hereby 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.


John B. McCracken, Registered Agent