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MCGUIRE, PRATT, MASIO & FARRANCE, P.A.

ATTORNEYS AT LAW

SUITE 600

1001 - 3rd AVENUE WEST

P.O. BOX 1466

BRADENTON, FLORIDA 34206

(813) 748-7076

FAX (813) 747-9774

HUGH E. MCGUIRE, JR.
CHARLES J. PRATT, JR.
CAROL A. MASIO
ROBERT A. FARRANCE
RICHARD G. GROFF
LAWRENCE W. THOMAS

CARTER H. PARRY, OF COUNSEL

ADDITIONAL JURISDICTIONS

CARTER H. PARRY - MICHIGAN

ROBERT A. FARRANCE - GEORGIA

RICHARD G. GROFF - COLORADO

May 24, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Re: BRUCE WILLIAMS FARM ASSOCIATES, INC.

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****122.50 ****122.50

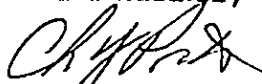
Ladies or Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above corporation, together with a check in the amount of \$122.50 for the filing fees. Please furnish us with a certified copy of the Articles of Incorporation upon filing same.

Thank you in advance for your prompt attention and cooperation to this matter. If you should have any questions, please feel free to contact my office.

Sincerely yours,

MCGUIRE, PRATT, MASIO
& FARRANCE, P.A.



Charles J. Pratt, Jr.

CJP:msb
Enclosure

Charles J. Pratt, Jr. GAVE

AUTHORIZATION BY PHONE TO

CORRECT add R.A. Signature

DATE 6/1/95

DOC. EXAM UW

UWUB

ARTICLES OF INCORPORATION
OF
BRUCE WILLIAMS FARM ASSOCIATES, INC.

FILED
CLERK OF DISTRICT COURT
JAN 25 PM 3:57

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be BRUCE WILLIAMS FARM ASSOCIATES, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation is to manufacture, design, construct, and to develop, own, hold, use, buy, sell, lease, hire and deal in and with articles and properties of all kinds, and to render services of all kinds; including real estate, and to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The number of shares the corporation is authorized to issue is 1,000 shares of common stock having no par value.

ARTICLE IV

The street address of the initial registered office of this corporation shall be 1001 - 3rd Avenue West, Suite 600, Bradenton, Florida 34205, and the initial registered agent at such address will be McGuire, Pratt, Masio & Farrance, P.A.

The principal office and mailing address for the Corporation is 517 9th Street West, Bradenton, Florida 34205.

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is Charles J. Pratt, Jr., McGuire, Pratt, Masio & Farrance, P.A., 1001 - 3rd Avenue West, Suite 600, Bradenton, Florida 34205.

ARTICLE VI

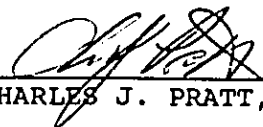
The executive officers of this corporation shall be a President, Vice President, Secretary and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by resolution of the Board of Directors not inconsistent with the By-Laws.

ARTICLE VI

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the corporation. But, in no case shall these preemptive rights exist for a period in excess of 30 days from their first being offered to the shareholders.

IN WITNESS WHEREOF, I, the undersigned incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of the State of Florida, for the purposes therein set forth.

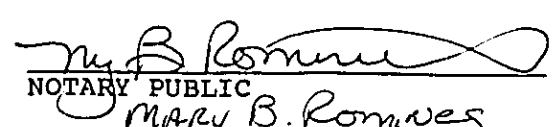
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of MAY, 1995.



CHARLES J. PRATT, JR.

STATE OF FLORIDA
COUNTY OF MANATEE

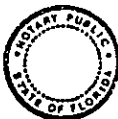
The foregoing instrument was acknowledged before me this 29 day of May, 1995, by CHARLES J. PRATT, JR., who is personally known to me.



NOTARY PUBLIC

MARY B. Romines
(Printed Signature of Notary)

MY COMMISSION EXPIRES:



MARY B. ROMINES
Notary Public, State of Florida
My Comm. Exp. Apr. 26, 1997
Comm. No. CC 279486

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

In compliance with Section 607.325, Florida Statutes, the following is submitted:

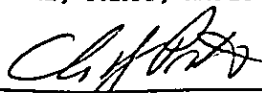
First that MCGUIRE, PRATT, MASIO & FARRANCE, P. A., with its principal place of business at 1001 - 3rd Avenue West, Suite 600, Bradenton, Florida 34205, has named CHARLES J. PRATT, JR., located at 1001 - 3rd Avenue West, Suite 600, Bradenton, Florida 34205, as its agent to accept service of process within the State of Florida.

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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 23 day of May, 1995.

MCGUIRE, PRATT, MASIO & FARRANCE, P.A.



CHARLES J. PRATT, JR., Registered Agent
Treasurer

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