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JUN-15-1995 9:00 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33135- FL 33418-0000
CONTACT: RAY OORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000008691)))
NAME: SIZEMORE FARMS OF FLORIDA, INC.
FAX AUDIT NUMBER: H95000008691
DATE REQUESTED: 06/15/1995
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JUN-15-1995 14:53 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 15, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SIZEMORE FARMS OF FLORIDA, INC.
REF: W95000012210

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000006691
Letter Number: S95A00029453

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

SIKEMORE FARMS SOUTH FLORIDA, INC.

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE INAME OF CORPORATION

The name of this corporation is:

SIKEMORE FARMS SOUTH FLORIDA, INC.

The principal office is located at 18850 SW 216 Street, Miami, Florida, 33170.

ARTICLE IIPURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE IIIDURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

This Instrument Prepared By:
John P. Maas, Esq.

LAW OFFICES OF HELLMAN & MAAS
44 N.E. 16th St.
Homestead, FL 33030

FLORIDA BAR NO: 435910

(305) 247-7132

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FILED
JUN 15 PM 4:03
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE IVCAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JOHN U. FREE, JR.	7 Country Drive Hingham, MA 02043	100
JOHN W. SIZEMORE	18850 SW 216 Street Miami, FL 33030	100
JOHN U. FREE, JR., TRUSTEE OF THE ROSE FREE TRUST	7 Country Drive Hingham, MA 02043	700
VERLAN R. SIZEMORE	25250 SW 145 Avenue Homestead, FL 33030	100

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be

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four (4). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN U. FREE, JR.	7 Country Drive Hingham, MA 02043
JOHN W. SIZEMORE	18850 SW 216 Street Miami, FL 33030
JOHN U. FREE, JR., TRUSTEE OF THE ROSE FREE TRUST	7 Country Drive Hingham, MA 02043
VERLAN R. SIZEMORE	25250 SW 145 Avenue Homestead, FL 33030

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

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ARTICLE XPRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 44 NE 16 Street, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is John P. Maas, Esquire.

ARTICLE XIIINDEMNIFICATION

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

DATED this 14th day of June, 1995.


JOHN P. MAAS

STATE OF FLORIDA)
 ;
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOHN

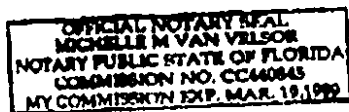
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P. MAAS, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 15th day of June, 1995.

My Commission Expires:




NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Michelle M. Van Velsor
Commission No:

JUN-15-1995 14154 FROM EMPIRE

TO

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT SIZEMORE FARMS SOUTH FLORIDA, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature:

John P. Maas
JOHN P. MAAS

Title:

Partner

Date:

6-15-95

Having been named to accept services 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.

Signature:

John P. Maas
JOHN P. MAAS

Date:

6-15-95

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TALLAHASSEE, FLORIDA

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SIZEMORE FARMS SOUTH FLORIDA, INC.
AUDIT NUMBER.....H97000005072
DOC TYPE.....BASIC AMENDMENT
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CERT. COPIES.....1

PAGES..... 4
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLE OF AMENDMENT

FOR

SIZEMORE FARMS SOUTH FLORIDA, INC.

FILED
97 MAR 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIZEMORE FARMS SOUTH FLORIDA, INC., by and through the undersigned Shareholders, Directors, and Officers, file this Article of Amendment to amend those Articles of Incorporation filed with the Secretary of State on June 15, 1995, effective June 14, 1995. Article VI, SUBSCRIBERS, shall be amended to read as follows:

ARTICLE VI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of share they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JOHN U. FREE, JR.	18200 SW 293 Street Homestead, FL 33030	700
JOHN W. SIZEMORE	18850 SW 216 Street Miami, FL 33030	150
VERLAN R. SIZEMORE	25250 SW 145 Avenue Homestead, FL 33030	150

THIS INSTRUMENT PREPARED BY:

JOHN P. MAAS, ESQUIRE
HELLMAN & MAAS
44 NE 16 Street
Homestead, Florida 33030
FLORIDA BAR NO: 435910
(305) 247-7132

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Additionally, Article VII. DIRECTORS, shall be amended to read as follows:

ARTICLE VII
DIRECTORS

The initial number of Directors of this Corporation shall be three (3). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

Additionally, Article VIII. INITIAL BOARD OF DIRECTORS, shall be amended to read as follows:

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certification of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN U. FREE, JR.	18200 SW 293 Street Homestead, FL 33030
JOHN W. SIZEMORE	18850 SW 216 Street Miami, FL 33030
VERLAN R. SIZEMORE	25250 SW 145 Avenue Homestead, FL 33030

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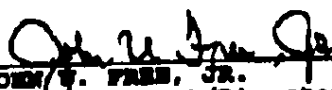
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The effective date of this Amendment shall be June 14, 1995.
Adopted this 22nd day of January, 1997.

The undersigned represents that they are the shareholders in
this corporation.

DATED this 22nd day of January, 1997.


JOHN W. FENN, JR.
Vice President/Director


JOHN W. STINSON
President/Director


VERLAN R. STINSON
Secretary/Director

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EMPIRE CORPORATE KIT

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