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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 638683 82378A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : July 7, 1995

ORDER TIME : 9:44 AM

ORDER NO. : 638683

CUSTOMER NO: 82378A

500001532335
-07/07/95--01039--034
*****70.00 *****70.00

CUSTOMER: Gail Minley, Legal Assistant
SAFRON ROONEY & DZURAK

P.O. Box 400

Punta Gorda, FL 33951 0400

DOMESTIC FILING

FILED
95 JUL -7 PM 4:04

NAME: SEMINOLE CITRUS PACKING, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Debbie Skipper
EXAMINER'S INITIALS: JUL 7 1995 BSB

FILED
[illegible] JUN -7 [illegible] 4:04

ARTICLES OF INCORPORATION

OF

SEMINOLE CITRUS PACKING, INC.

I, the undersigned, ELWOOD P. SAFRON do hereby create and sign these Articles for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

SEMINOLE CITRUS PACKING, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

B. To engage in the business of packing & selling citrus products located in Polk County, Florida.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred and fifty (150) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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 of she already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 1901 Highway 60 East, Lake Wales, Florida 33853, and the name of it's initial Registered Agent is ELWOOD P. SAFRON whose mailing address is 2323 Sandy Pine Drive, Punta Gorda, Florida 33982. The mailing address of the corporation is 1901 Highway 60 East, Lake Wales, Florida 33853.

I hereby accept designation as Resident Registered Agent, act in this capacity, and to agree to comply with the provisions of said act relative to keeping open said office.

DATED: July 6, [illegible]

ELWOOD F. SAFRON

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

NAME	ADDRESS
L. ALLEN WROTEN	6059 Mountain Lake Drive Lakeland, Florida 33813
LEE A. WROTEN	6059 Mountain Lake Drive Lakeland, Florida 33813
ALFRED M. JOHNS	One Woodland Drive Punta Gorda, Florida 33982
ELWOOD P. SAFRON	2323 Sandy Pine Drive Punta Gorda, Florida 33982

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be EDWARD MacKENZIE, the first Vice President of the corporation shall be L. ALLEN WROTEN, the first Secretary shall be LEE A. WROTEN, and the first Treasurer shall be ELWOOD P. SAFRON. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefor, are as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT SUBSCRIBED
L. ALLEN WROTEN	6059 Mountain Lake Dr. Lakeland, FL 33813	25	$1,000.00

[illegible]	[illegible] Lake [illegible], FL [illegible]	[illegible]	$1,000.00
ALFRED H. [illegible]	[illegible] Woodland Dr. Punta Gorda, FL 33982	25	$1,000.00
ELWOOD E. CAFRON	2323 Sandy Pine Dr. Punta Gorda, FL 33982	25	$1,000.00

The aggregate value of such shares shall not be less than the said sum of Four Thousand of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation, through the consent and election of its shareholders, shall be permitted to qualify under the provisions of Subchapter S of the Internal Revenue Code.

XVI.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, the parties have hereunto se their hands and seals this 6th day of July, 1995.

Gail Manley
Witness #1 Gail Manley

Elwood P. Safron
ELWOOD P. SAFRON
Assistant Treasurer

Dorothy M. Meyer
Witness #2 Dorothy M. Meyer

STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 6th day of July 1995, by **ELWOOD P. SAFRON** who is personally known to me.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
GAIL MANLEY
COMMISSION NO.
CC441773
MY COMMISSION EXP.
FEB. 26,1999

Gail Manley
GAIL MANLEY,
Notary Public
State of Florida at Large