

P96000000401

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1 800 342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fees _____ Our \$ _____

RE: Citrus Acres, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN
Will Pick Up _____

JAN - 3 1995

RECEIVED
96 JAN - 3 AM 8:50
DIVISION OF REGISTRATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 6, 1995

V. WILLIAM KAKLIS, ESQ.
KAKLIS, VENABLE AND WITT
1400 FOURTH AVENUE WEST
BRADENTON, FL 34205

The name CITRUS ACRES, INC. has been reserved for 120 days beginning November 6, 1995. The reservation number is R95000005019 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 (Lantham 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

Naysa Culligan

Letter number: 995A00049505

RECEIVED

NOV 09 1995

KAKLIS

**ARTICLES OF INCORPORATION
OF
CITRUS ACRES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 10:24

We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be: **CITRUS ACRES, INC.**

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be the acquisition and marketing of real property.

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

ARTICLE III

The amount of capital stock authorized for this corporation shall be one thousand (1000) shares of common stock with a par value of One and No/100 Dollars (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand and No/100 Dollars (\$1000.00).

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE VI

The principal place of business of said corporation in the State of Florida is: 408 53rd Avenue West, Bradenton, Manatee County, Florida. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have three (3) directors.

ARTICLE VIII

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
GEORGE T. SMITH	408 53rd Ave. W. Bradenton, Florida 34207	President
GEORGE HOOPER		Vice-President

MAXINE HOOPER

Secretary

ROY D. JACKSON

1450 59th Street West
Suite 200
Bradenton, Florida 34209

Treasurer

ARTICLE IX

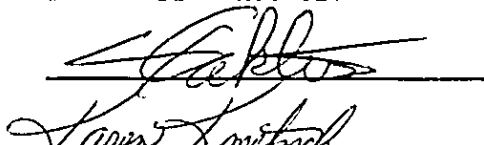
The name and post office address of the subscriber of these Articles of Incorporation is: ROY D. JACKSON, 1450 59th Street West, Suite 200, Bradenton, Florida 34209.


ARTICLE X

The street address of the initial registered office of this corporation is 1450 59th Street West, Suite 200, Bradenton, Manatee County, Florida. The name of the initial registered agent at that address is ROY D. JACKSON.

IN WITNESS WHEREOF, the undersigned, a natural person competent to contract, being the original subscriber of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and he does respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set his hands and seals this 27th day of December, 1995.

Signed, Sealed and Delivered
In the Presence Of:


As to the signature of the
Subscriber

 (SEAL)
ROY D. JACKSON

SUBSCRIBER

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally

appeared ROY D. JACKSON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or produced a personally known as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 27th day of December, 1995.



Karen Kmetzsch
NOTARY PUBLIC

**CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 10:24

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of CITRUS ACRES, INC., a corporation duly organized and existing under the laws of the State of Florida is: 408 53rd Avenue West, Bradenton, Manatee County, Florida 34207.

2. The Registered Office of this corporation is: 1450 59th Street West, Suite 200, Bradenton, Manatee County, Florida 34209.

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROY D. JACKSON	1450 59th Street West - Suite 200 Bradenton, Florida 34209

4. The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROY D. JACKSON	1450 59th Street West - Suite 200 Bradenton, Florida 34209

CITRUS ACRES, INC.

By: 
Corporate Officer

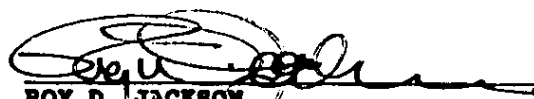
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 10:25

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
OF
CITRUS ACRES, INC.

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: December 27, 1995


ROY D. JACKSON
Registered Agent