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E. C. WATKINS, JR.

ATTORNEY AT LAW

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PERSONAL INJURY
GENERAL PRACTICE
APPELLATE PRACTICE

December 11, 1996

Honorable Sandra Mortham
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

11-1-97

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-12/17/96--01158--010
****122.50 ****122.50

Re: S. McDonald Farms, Inc.

Dear Sir or Ms.:

Enclosed are the Articles of Incorporation of the above referenced corporation, along with an exact copy of same.

Also enclosed is a check for \$122.50 for the following:

- (1) Filing Articles - \$35.00.
- (2) Certified copy of Articles - \$52.50.
- (3) Filing Registered Agent Designation - \$35.00.

Please return the copy to me at the above address. Thank you for your prompt service.

Sincerely,


E. C. Watkins, Jr.

ECW:psw
Enclosure

FILED
96 DEC 16 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-19-96
KR

SPECIAL DELIVERY
1-1-92

ARTICLES OF INCORPORATION
OF
S. MCDONALD FARMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

ARTICLE ONE

NAME

The name of the corporation is S. MCDONALD FARMS, INC..

ARTICLE TWO

DURATION

The term of existence of the corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is to engage in the farming and distribution of agricultural products, and to engage in any other business activity for profit; the corporation may, however, transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000 all of which shall be common shares of par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX

PRINCIPAL OFFICE

REGISTERED OFFICE

The street address of the initial principal office and the initial registered office of the corporation is 705 North Bay Drive, Plant City, Florida 33566, and the name of the initial registered agent at that address is Steven C. McDonald.

ARTICLE SEVEN

BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than seven members. The names and addresses of the first Board of Directors are:

(1) Steven C. McDonald - 705 North Bay Drive, Plant City, FL 33566.

(2) Stephen A. McDonald - 705 North Bay Drive, Plant City, Florida, 33566.

(3) Shirley N. McDonald - 705 North Bay Drive, Plant City, FL 33566.

ARTICLE EIGHT

COMMENCEMENT OF EXISTENCE

This corporation shall be deemed to commence existence on the first day of January, 1997, or as otherwise required under the Florida Business Corporation Act.

ARTICLE NINE

INCORPORATOR

The name and address of the incorporator is:

Steven C. McDonald - 705 North Bay Drive, Plant City, Florida 33566.


IN WITNESS WHEREOF, I have subscribed my name this 11th day of December 1996.


Steven C. McDonald, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of December, 1996, by Steven C. McDonald, who is personally known to me or who has produced _____ 23 identification and who did/did not take an oath. He stated that he executed the same freely and voluntarily for the purposes expressed herein.


NOTARY PUBLIC

PATRICIA S. WATKINS
Notary Public, State of Florida
My Comm. Expires APR. 20, 1998
No. CC 366090
Bonded Thru Official Notary Service

CONSENT OF INITIAL REGISTERED AGENT

HAVING BEEN NAMED as initial registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Date: Dec 11, 1996


STEVEN C. MCDONALD, Registered Agent 12/11/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA