

P96000010997

Requestor's Name
CRAIG M. Bayliff
Address
590 Pinehart Rd
City/State/Zip
Lake Mary, FL 32746
Phone #

Office Use Only
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 FEB -1 PM 12:44
FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF

PJ's Berry Farm, Inc.

RECORDED
9 FEB - 1 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be PJ's Berry Farm, INC.

ARTICLE II
NATURE OF BUSINESS

The corporation has been organized for the rendition of the development and operation of a farming facility. The nature of the business of the corporation shall be to grow and market hanging strawberry plants. Further, the Corporation may also engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
STOCK

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock with a par value of \$0.25 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV
POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

Craig M. Bayhi
590 Rinehart Road
Lake Mary, Florida 32746

ARTICLE VI
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to Law.

ARTICLE VII
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 590 Rinehart Road, Lake Mary, Florida 32746. The name of the initial registered agent of the Corporation at the above address is Craig M. Bayhi. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII
NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the shareholders and thereafter until successors are elected are as follows:

Craig M. Bayhi
590 Rinehart Road
Lake Mary, Florida 32746

ARTICLE X
OFFICERS

The Corporation shall have a president, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The name and address of the initial officers are as follows:

Craig M. Bayhi
590 Rinehart Road
Lake Mary, Florida 32746

ARTICLE XI
TRANSACTIONS IN WHICH DIRECTORS OR
OFFICERS ARE INTERESTED

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by Florida Law.

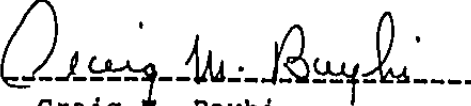
ARTICLE XIII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 28th day of January, 1996.

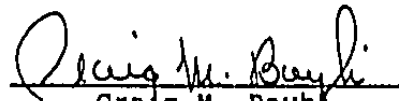


Craig W. Bayhi

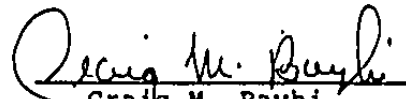
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes section 48.091 and 687.034, the following is submitted:

PJ's Berry Farm, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 590 Rinehart Road, Lake Mary, Florida 32746 as its initial Registered Office and has named Craig M. Bayhi, located at said address as its initial Registered Agent.


Craig M. Bayhi

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

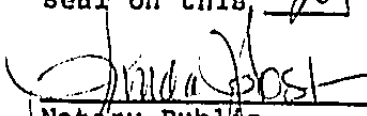

Craig M. Bayhi

STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day Craig M. Bayhi personally appeared before me, the undersigned authority, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 21 day of January, 1996.


Notary Public
State of Florida at Large

My Commission Expires



95 FEB - 1
SECRETARY
TALLAHASSEE
FLORIDA

P96000010997



P.J.'s BERRY FARMS, Inc.
590 RINEHARD RD.
LAKE MARY, FL 32746

City/State/Zip

Phone #

Office Use Only

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97 AUG -4 PM 12:30
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TALLAHASSEE FLORIDA

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P. J.'s BERRY FARMS, Inc.



FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Division of Corporations
Amendment Section
P.O Box 6327
Tallahassee, FL 32314**

The articles of incorporation document number is P96000010997

**Effective this date August 1, 1997 I Paul E. Legge resign my position
as President of P J,s Berry Farm, Inc.**


Paul E. Legge