

HARDEE S. HENDERSON III, P.A.

*Attorney at Law*  
400 NORTH HARBOR CITY BLVD.  
MELBOURNE, FL 32935  
(407) 260-1887

February 29, 1996

P96000020576

Secretary of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

Re: GENE'S TOMATOES, INC.

200001731542  
-03/04/96--01125--004  
\*\*\*\*131.20 \*\*\*\*131.20

Gentlemen:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check number 539 in the sum of \$131.20 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
Certificate of Designation	\$ 8.70

Total \$131.20

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention in this matter.

Sincerely,

  
HARDEE S. HENDERSON, III

HSH/mb  
enclosures

MAR 6 1996 BSB  
MICHELLE  
AUTHORIZATION BY PHONE TO  
only one registered Agent required  
CORRECT  
DATE 3/6/96  
DOB: EXAM BSB

FILED  
96 MAR -4 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

GENE'S TOMATOES, INC.

ARTICLE I.- CORPORATE NAME

The name of the corporation is G' S TOMATOES, INC.

ARTICLE II.- NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV.-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of one dollar (\$1.00) per share to be divided as follows:

EUGENE POWELL, JR.	34 Shares
ANN MIDDLETON	33 Shares
ALBERT POWELL	33 Shares

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI.-REGISTERED AGENTS AND INITIAL REGISTERED OFFICE

The Registered Agents and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

EUGENE POWELL, JR.  
7612-B Ellis Road  
MELBOURNE, FL 32935

ARTICLE VII.-BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the ByLaws adopted by the shareholders, but shall never be less than one.

ARTICLE VIII.-INITIAL DIRECTORS

The name and street address of the initial directors of this corporation is:

EUGENE POWELL, JR.  
3441 Beth Lane  
Melbourne, Florida 32934

ANN MIDDLETON  
4375 Yorkshire Drive  
Melbourne, Florida 32935

ALBERT POWELL  
200 Camino Place  
Melbourne Beach, Fl 32951

The persons named as the initial directors shall hold office for the first year of existence of this corporation or until their

successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX.-INITIAL OFFICERS

The name and street address of the initial officers of this corporation are:

President/Director/Treasurer:	EUGENE POWELL, JR. 3441 Beth Ln Melbourne, Fl 32934
Vice President:	ANN MIDDLETON 4375 Yorkshire Dr Melbourne, Fl 32935
Secretary:	ALBERT POWELL 200 Camino Place Melbourne Beach, Fl 32951

#### ARTICLE X.-INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation as the sole incorporators are:

EUGENE POWELL, JR.  
3441 Beth Lane  
Melbourne, Florida 32934

ANN MIDDLETON  
4375 Yorkshire Drive  
Melbourne, Florida 32935

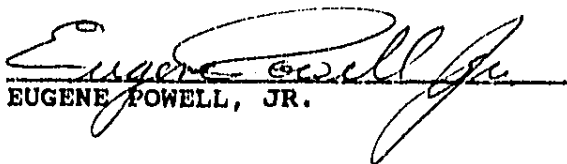
ALBERT POWELL  
200 Camino Place  
Melbourne Beach, Fl 32951

#### ARTICLE XI.-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a

shareholder's meeting by at least a majority of the stock entitled to vote unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 29 day of Feb, 1996.

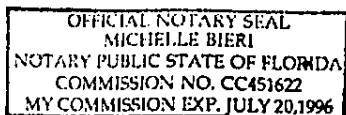
  
EUGENE POWELL, JR.

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared EUGENE POWELL, JR., to me known to be the person described as the sole incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 29 day of Feb, 1996.

  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:



  
ANN MIDDLETON

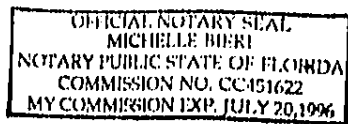
STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared ANN

MIDDLETON, to me known to be the person described as the sole incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 29 day of February, 1996.

Michelle Bieri  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:



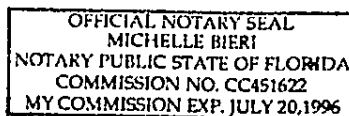
Albert Powell  
ALBERT POWELL

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared ALBERT POWELL, to me known to be the person described as the sole incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 29th day of February, 1996.

Michelle Bieri  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:




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

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In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

First: That GENE'S TOMATOES, INC., organize or qualify under  
the laws of the State of Florida, with its principal place of  
business at 7612-B Ellis Road, Melbourne, 32904, City of Melbourne,  
County of Brevard, State of Florida, has named EUGENE POWELL, JR.,

located at 7612-B Ellis Road,  
Melbourne, Florida 32904, City of Melbourne, County of Brevard,  
State of Florida, as its agent to accept service of process within  
Florida.

  
EUGENE POWELL, JR.

  
ANN MIDDLETON.

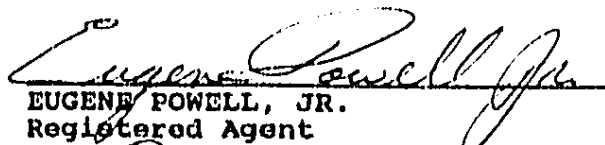
  
ALBERT POWELL

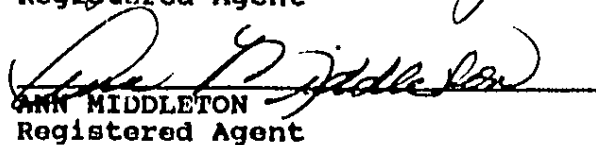
Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate, I  
hereby agree to act in this capacity, and I further agree to comply

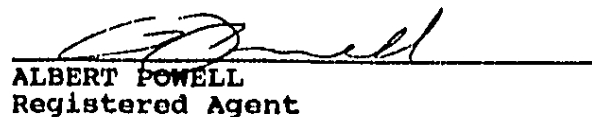
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96 MAR 14 PM 2:08  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 29th day of February, 1996.

  
EUGENE POWELL, JR.  
Registered Agent

  
ANN MIDDLETON  
Registered Agent

  
ALBERT POWELL  
Registered Agent