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SHEPHERD, MCCABE AND COOLEY
ATTORNEYS AND COUNSELORS AT LAW

JAMES E. SHEPHERD
WILLIAM J. MCCABE
R. EDWARD COOLEY

April 29, 1996

1450 WEST STATE ROAD 434
SUITE 200
LONGWOOD, FLORIDA 32750
TELEPHONE (407) 830-9191
FAX # (407) 830-9049

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001809912
-05/06/96--01034--021
****122.50 ****122.50

RE: Incorporation of Citrus Collections, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation, together with a check in the amount of \$122.50. Please return to the undersigned a date stamped copy of the Articles of Incorporation and a Certificate of Incorporation.

Should you have any questions concerning this matter, please do not hesitate to call.

Sincerely,



Bill McCabe

BMc/jds
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -3 PM 11:55

95/5/8/96

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY -3 AM 11:55

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation will be CITRUS COLLECTIONS, INC., and the principal place of business of the corporation will be 1450 State Road 434, West, Suite 200, Longwood, Florida 32750.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED AGENT NAME AND ADDRESS

The street address of the initial registered agent of the corporation is 1450 State Road 434, West, Suite 200, Longwood, Florida 32750 and the name of the initial registered agent of the corporation is William J. McCabe.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have three officers and 3 directors initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

William J. McCabe, President/Director, 232 Sovereign Court, Altamonte Springs, Florida 32701

Jessica D. Spector, Vice-President, Treasurer, 442 April Lane, Apopka, Florida 32712

Lisa D. Eads, Vice-President, Secretary, 590 South Sundance Drive, Lake Mary, Florida 32746

ARTICLE VII - INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The names and street addresses of the incorporators to these Articles of Incorporation are: May -3 1111:55

William J. McCabe, President/Director, 232 Sovereign Court, Altamonte Springs, Florida 32701

Jessica D. Spector, Vice-President, Treasurer, 442 April Lane, Apopka, Florida 32712

Lisa D. Eads, Vice-President, Secretary, 590 South Sundance Drive, Lake Mary, Florida 32746

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 29th day of April, 1996.


WILLIAM J. McCABE


JESSICA D. SPECTOR


LISA D. EADS

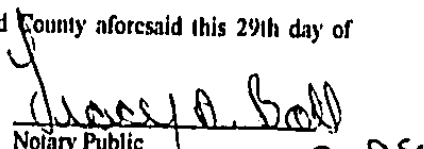
STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 29th day of April, 1996, by William J. McCabe, Jessica D. Spector and Lisa D. Eads, who are personally known to me and who did take an oath.

WITNESSETH my hand and official seal in the State and County aforesaid this 29th day of April, 1996.



TRACY A. BOTT
My Commission 00430416
Expires Dec. 28, 1998
Bonded by HAI
800-422-1888

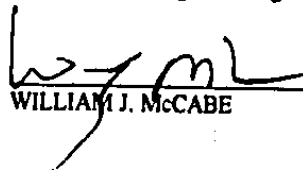

Notary Public

My Commission expires: 12.28.98

Tracy A. Bott
Printed Name of Notary

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.


WILLIAM J. McCABE

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SHEPHERD, McCABE AND COOLEY
ATTORNEYS AND COUNSELORS AT LAW

JAMES E. SHEPHERD
WILLIAM J. McCABE
R. EDWARD COOLEY

December 30, 1996

1450 WEST STATE ROAD 434
SUITE 200
LONGWOOD, FLORIDA 32750
TELEPHONE (407) 830-9191
FAX # (407) 830-9049

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002043977--7
-01/03/97--01024--007
*****35.00 *****35.00

RE: Articles of Dissolution of Citrus Collections, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Dissolution of Citrus Collections, Inc. together with a check in the amount of \$35.00. Please return to the undersigned a date stamped copy of the Articles of Dissolution and a Certificate of Dissolution.

Should you have any questions concerning this matter, please do not hesitate to call.

Sincerely,



Bill McCabe

BMc/jds
Enclosure

FILED
97 JAN -2 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

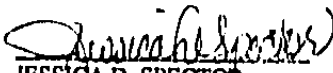
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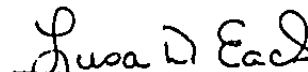
ARTICLES OF DISSOLUTION OF CITRUS COLLECTIONS, INC.

The undersigned stockholders, officers, and directors of Citrus Collections, Inc. hereby file Articles of Dissolution pursuant to F.S. 607.1403 (1995), and state as follows:

1. The name of the corporation to be dissolved is Citrus Collections, Inc.
2. The date the dissolution was authorized was November 12, 1996.
3. The dissolution was approved by all of the shareholders, all of the officers, and all of the directors whose signatures are herein below.


WILLIAM J. McCABE


JESSICA D. SPECTOR


LISA D. EADS

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by William J. McCabe, Jessica D. Spector, and Lisa D. Eads, who are personally known to me and who did take an oath.

WITNESSETH my hand and official seal in the State and County aforesaid this 30th day of December, 1996.



TRACY A. BOTT
My Commission 00400416
Expires Dec. 28, 1998
Bonded by HAI
800-422-1886


Notary Public

My Commission expires: 12-28-98

Tracy A. Bott
Printed Name of Notary

97 JAN -2 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA