

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 Fee \$ _____ Our \$ _____

RE:

M & H Citrus Inc

52504

C.C. FEE. DISBURSED

<input 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 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 File		
<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		

300001890148
 -05/20/96-01866-082
 *****122.50 *****122.50

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

RECEIVED
 96 MAY 20 AM 9:39
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE 5/20
 TIME 9:30 CK No. _____
 BY 77

WALK-IN
 Will Pick Up _____

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

**ARTICLES OF INCORPORATION
OF
M & H CITRUS, INC.**

FILED
96 MAY 20 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of M & H CITRUS, INC., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Office

The name of the corporation shall be M & H CITRUS, INC., and the corporate address shall be 2655 Curryville Road, Chuluota, Florida 32766.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purposes

The purpose of the corporation is to engage in any acts or activities for which a corporation may be organized under Chapter 607 of the Florida Statutes.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is Two Thousand (2,000) consisting of a single class of common stock, \$1.00 (One Dollar) par value per share.

ARTICLE V

Initial Registered Office and Agent

The address of the Initial Registered Office of the corporation is 2655 Curryville Road, Chuluota, Florida 32766, and the Initial Registered Agent at such address is George W. Martin.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the Initial Board of Directors of the corporation is six (6). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Miriam L. Martin
736 Andover Cir.
Winter Springs, FL 32708

C.W. Hendrix, Jr.
7150 Francis Irene Dr.
Charlotte, NC 28215

W.H. Martin
736 Andover Cir.
Winter Springs, FL 32708

Paula J. Martin
2655 Curryville Road
Chuluota, Florida 32766

Anne M. Hendrix
7150 Francis Irene Dr.
Charlotte, NC 28215

George W. Martin
2655 Curryville Road
Chuluota, Florida 32766

ARTICLE VII

Preemptive Rights Granted

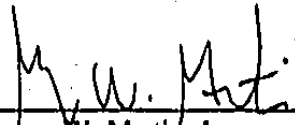
Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the corporation is: George W. Martin,
2655 Curryville Road, Chuluota, Florida 32766.

IN WITNESS WHEREOF, these articles have been signed by the undersigned
incorporator this 17th day of May, 1996.


George W. Martin, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17 day of May, 1996,
by George W. Martin, who is personally known to me and who executed the foregoing Articles
of Incorporation.


NOTARY PUBLIC, STATE OF FLORIDA

Notary's Name Printed



KEVIN C. SCHEFFLER
MY COMMISSION # CC345108 EXPIRES
January 30, 1998
BONDED THIRD TRUST INSURANCE, INC.

FILED

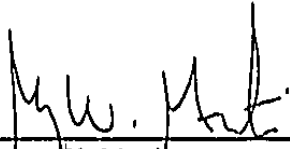
95 MAY 20 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 17th day of May, 1996.



George W. Martin,
Registered Agent

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