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JEFF J. MCKIBBEN
ATTORNEY AT LAW

June 28, 1996

POST OFFICE BOX 1743
WAUCHULA, FLORIDA 33873

(941) 773-4449
TELECOMMER
(941) 773-0223

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
6.28.96

**IN RE: Articles of Incorporation of
RIVER SUN CITRUS MANAGEMENT, II, INC.**

Gentlemen:

800001880888
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****122.50 ****122.50

Enclosed please find the Original and one (1) copy of the Articles of Incorporation of **RIVER SUN CITRUS MANAGEMENT, II, INC.**, which includes therein the designation of and acceptance by the registered agent. Also enclosed is a check for \$122.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	\$ 52.50
Designation of registered Agent	\$ 35.00
TOTAL	\$ 122.50

Once the Articles are filed, please send a certified copy to this office at the above address.

Thank you for your assistance in this matter.

Sincerely yours,

Jean Graham
Secretary to Mr. McKibben

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/3
enclosures as stated herein

INCORPORATION RIVERSULLT2

7-3-92
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EXEMPT DATE
6-29-76

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RIVER SUN CITRUS MANAGEMENT, II, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **RIVER SUN CITRUS MANAGEMENT, II, INC.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to manage and caretake agricultural properties, as well as any other activity or business legally permissible under the applicable laws of the State of Florida or the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00. Said authorized shares shall be voting shares.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 234 S. 6th Avenue, Wauchula, Florida 33873. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That RIVER SUN CITRUS MANAGEMENT, II, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Wauchula, County of Hardee, has named JAMES V. SEE, JR., located at 234 S. 6th Avenue, Wauchula, Hardee County, Florida 33873, as its agent to accept service of process within this State and does designate 234 S. 6th Avenue, Wauchula, FL 33873 as the registered office.

ARTICLE VIII - 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 but shall never be less than two (2).

ARTICLE IX - INITIAL DIRECTORS

The name and the street address of the initial directors, who shall hold office until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES V. SEE, JR.	107 Oak Forest Wauchula, FL 33873
DAVID B. McKANE	274 Riverside Avenue, First Floor Westport, CT 06880
PETER G. ROBBINS	274 Riverside Avenue, First Floor Westport, CT 06880

ARTICLE X - OFFICERS

The officers of the corporation, who shall hold office until their successors are elected by the Board of Directors, shall be:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JAMES V. SEE, JR.	President/ Secretary	107 Oak Forest Wauchula, FL 33873
DAVID B. McKANE	Co-Chairman	274 Riverside Avenue, First Floor Westport, CT 06880
PETER G. ROBBINS	Co-Chairman	274 Riverside Avenue, First Floor Westport, CT 06880

ARTICLE XI - SUBSCRIBER

The name and the street address of the subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
JAMES V. SEE, JR.	107 Oak Forest Wauchula, FL 33873	1,000	\$1,000.00

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on June 28, 1996.

ARTICLE XIII - 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 it to the stockholders, and approved at a stockholders' meeting by a majority (51%) of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of June, 1996.


JAMES V. SEE, JR.

STATE OF FLORIDA :
COUNTY OF HARDEE :

The foregoing instrument was acknowledged before me this 28th day of June, 1996, by JAMES V. SEE, JR., who is personally known to me.




NOTARY PUBLIC / JEFF J. MCKIBBEN
STATE OF FLORIDA AT LARGE

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JAMES V. SEE, JR.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA