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96 AUG 19 AM 10:52  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 057405 82866A

AUTHORIZATION : Patricia Pyjich

COST LIMIT : \$ 122.50

ORDER DATE : August 19, 1996

8000001825118

ORDER TIME : 9:46 AM

ORDER NO. : 057405

CUSTOMER NO: 82866A

CUSTOMER: Mr. Timothy F. Campbell  
CLARK COMPARETTO & CAMPBELL, P.A.  
Post Office Box 6559  
4740 Cleveland Heights Blvd.  
Lakeland, FL 33813

DOMESTIC FILING

PLEASE NOTE THIS NAME HAS BEEN RESERVED BY THIS FIRM UNDER  
RESERVATION #R96000003610.

NAME: SUNTREAT CITRUS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

8/19/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 12:27

**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 12:26

**SUNTREAT CITRUS, INC.**

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

**ARTICLE I. NAME**

The name of this corporation is: **SUNTREAT CITRUS, INC.** Its address is 1050 Snively Avenue, Winter Haven, Florida 33880

**ARTICLE II. PERMITTED BUSINESSES  
AND ACTIVITIES**

The general nature of the business to be transacted by this corporation is citrus processing.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of

Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE IV. TERM OF EXISTENCE**

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

#### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually, beginning August 19th, 1996.

#### **ARTICLE IV. TERM OF EXISTENCE**

The existence of this corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 4740 Cleveland Heights Boulevard, Second Floor, Lakeland, Florida 331813. The Board of Directors may from time to time move the registered office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

#### **ARTICLE VI. DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

## **ARTICLE VII. DIRECTORS' POWERS**

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors. This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

## ARTICLE VIII. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
B. Gustavo Scherman	156 Duncan Mill Road, Suite 17A, North York, Ontario - M3B 3N2, Canada
Ismar Scussel	<u>156 Duncan Mill Road, Suite 17A, North York</u> <u>Ontario-M3B 3N2, Canada</u>
Sam Burleson	6235 Thousand Oaks Drive, Lakeland, Florida 33813
Terry Chambers	156 Duncan Mill Road, Suite 17A, North York, Ontario - M3B 3N2, Canada

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

## ARTICLE IX. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
B. Gustavo Scherman	156 Duncan Mill Road, Suite 17A, North York, Ontario - M3B 3N2, Canada

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 607.161, Florida Statutes, to constitute a corporation.

## ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this

reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

### ARTICLE XI. ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

  
B. GUSTAVO SCHERMAN, Incorporator

PROVINCE  
STATE OF ONTARIO :  
COUNTY OF Canada :  
Dominion of

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared B. Gustavo Scherman, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he swore to and subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 16th day of August, 1996.

  
NOTARY PUBLIC

Print Name: ERNEST HOWARD CUTLER

Appointment for 1 1/2  
My Commission Expires:


JASUNTREAT96370.ART



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

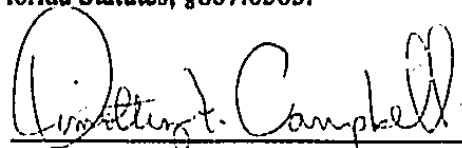
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

That SUNTREAT CITRUS, INC., desiring to organize under the laws of the  
State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 4740  
Cleveland Heights Boulevard, Second Floor, City of Lakeland, County of Polk, State of  
Florida, has named Timothy F. Campbell, Esquire, located at the above address, as its agent  
to accept service of process within this state.

  
B. GUSTAVO SCHERMAN, Incorporator

**ACKNOWLEDGMENT:**

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 provision of said act relative to keeping open said office. I am  
familiar with and accept the obligations of Florida Statutes, §607.0505.

  
TIMOTHY F. CAMPBELL, Esquire  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 12:24

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LAW OFFICES  
**CLARK & CAMPBELL, P.A.**  
PROFESSIONAL ASSOCIATION

DONALD L. CLARK  
TIMOTHY F. CAMPBELL  
BERNARD H. DENTON  
DANIEL MEDINA, LL.M.  
DAVID A. DICENS  
JIAL ADAMS ARITH, JR., LL.M.

4740 FAYELAND HEIGHTS BOULEVARD  
PORT OFFICE BOX 8888  
LAKELAND, FLORIDA 33607-8888  
(841) 847-8887  
FAX NO. (841) 847-8818

OF COUNSEL

DEBORAH A. BODE  
REGISTERED PATENT ATTORNEY  
ADMITTED IN FLORIDA, LOUISIANA  
AND NEW JERSEY

August 15, 1997

Secretary of State for Florida  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: SunTreat Citrus, Inc.  
Corporate #P96000068799

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-08/18/97--01115--018

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam

Enclosed please find Articles of Dissolution of SunTreat Citrus, Inc. for filing. I have enclosed our firm's check in the amount of \$35.00 for filing fees.

Thank you for your attention in this regard.

Sincerely,

Timothy F. Campbell

TFC: adk  
Enclosures

Voldis

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VS AUG 26 1997

FILED  
97 AUG 18 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF DISSOLUTION  
OF

SUNTREAT CITRUS, INC.

FILED  
97 AUG 18 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SunTreat Citrus, Inc., a Florida corporation, executes the following Articles of Dissolution pursuant to section 607.1403, Florida Statutes:

- FIRST: The name of the corporation is SunTreat Citrus, Inc. (the "Corporation").
- SECOND: The shareholders of the Corporation approved the dissolution of the Corporation on July 31, 1997 by written consent pursuant to the authority contained in Sections 607.1402 and 607.0704 of the Florida Statutes
- THIRD: The number of votes cast by the shareholders of the Corporation for dissolution was sufficient for approval of that action.

EXECUTED this 31 day of July, 1997.

SUNTREAT CITRUS, INC.

By: 

Name: B. Gustavo Scherman

Title: Its President