

SAMUEL E. SMITH  
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420 SOUTH DIKE HWY.  
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CORAL GABLES, FLORIDA 33140  
TELEPHONE (305) 865-8880

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SEP 18 1985  
09:13Z-05-01030-003  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Corporations Division  
Tallahassee, Fl. 32399-0250

RE: Nissen-Wisby, Inc.

Dear Sirs:

I enclose Articles of Incorporation for Nissen-Wisby, Inc. along with a check for \$122.50 to cover the filing fee, the fee for the registered agent and for the certified copy.

Please file these Articles and send me a certified copy and a Certificate of Incorporation.

Very truly yours,

Samuel E. Smith

SES:rbm

Encl.

CC: Warren Wisby

9/18

SEP 18 1985  
09:13Z-05-01030-003  
\*\*\*122.50 \*\*\*122.50

ARTICLES OF INCORPORATION

OF

NISSEN-WISBY, INC.

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

ARTICLE I

The name of the corporation is NISSEN-WISBY, INC.

ARTICLE II

The corporation is being organized for the purpose of operating a commercial Avocado grove and the corporation may also engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of common stock with no par value.

ARTICLE IV

All shareholders of the corporation shall be vested with full pre-emptive rights.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The amount of capital with which this corporation shall begin business is not less than five hundred dollars (\$500).

ARTICLE VII

The corporation's initial registered agent and registered office in the State of Florida shall be SAMUEL E. SMITH, attorney at law, 420 South Dixie Highway, Suite 4KA, Coral Gables, Fl. 33146.

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.

  
SAMUEL E. SMITH

ARTICLE VIII

There shall be four directors constituting the initial Board

of Directors of this Corporation.

ARTICLE IX

The names and addresses of the members of the initial Board of Directors are:

EVAN B. NISSEN  
President/Director  
28320 S.W. 207th Ave.  
Homestead, Fl. 33030

WARREN J. WISBY  
Vice President/Director  
555 S. Luna Court, Apt. 312  
Hollywood, Fl. 33021

STEPHANIE W. NISSEN  
Treasurer/Director  
28320 S.W. 207th Ave.  
Homestead, Fl. 33030

AUDRA B. WISBY  
Secretary/Director  
555 S. Luna Court, Apt. 312  
Hollywood, Fl. 33021

ARTICLE X

The names and addresses of the subscribers to these Articles of Incorporation are:

EVAN B. NISSEN  
28320 S.W. 207th Ave.  
Homestead, Fl. 33030

WARREN J. WISBY  
555 S. Luna Court, Apt. 312  
Hollywood, Fl. 33021

STEPHANIE W. NISSEN  
28320 S.W. 207th Ave.  
Homestead, Fl. 33030

AUDRA B. WISBY  
555 S. Luna Court, Apt. 312  
Hollywood, Fl. 33021

ARTICLE XI

The undersigned subscribers and directors hereby elect to operate as a small business corporation as defined by Subchapter S of the Internal Revenue Code; to wit: Title 26, Sections 1371 and 1378, U.S.C. and herein specifically elect not to be subject to the taxes imposed upon corporations and hereby consent to the election specified in Title 26, Section 1372, U.S.C. The incorporators, executing these Articles of Incorporation, shall each be owners of twenty five (25) shares of the common stock of this corporation.

IN WITNESS WHEREOF, I, the undersigned, being one of the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal this 9 day of September, 1996.

  
EVAN B. NISSEN

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, personally appeared EVAN B. NISSEN, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes expressed therein.

9 WITNESS my hand and official seal at Homestead, Florida on the day of September, 1996.



KEVIN C. KYNE  
State of Florida  
My Comm. Exp. May 6, 1993  
Comm. #CC248612

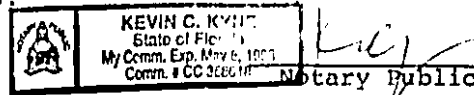
IN WITNESS WHEREOF, I, the undersigned, being one of the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal this 9 day of September, 1996.

Stephanie W. Nissen  
STEPHANIE W. NISSEN

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared STEPHANIE W. NISSEN, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes expressed therein.

9 WITNESS my hand and official seal at Homestead, Florida this day of September, 1996.



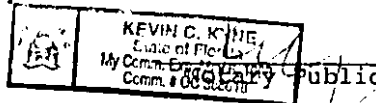
IN WITNESS WHEREOF, I, the undersigned, being one of the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal this 9/9 day of September, 1996.

Warren J. Wisby  
WARREN J. WISBY

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared WARREN J. WISBY, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal at Miami, Florida this 9 day of September, 1996.



IN WITNESS WHEREOF, I, the undersigned, being one of the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal this 9/9 day of September, 1996.

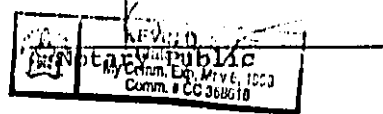
Audra B. Wisby  
AUDRA B. WISBY

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared AUDRA B. WISBY, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged

before me that she executed the same for the purposes expressed therein.

WITNESS my hand and official seal at Miami Florida  
this 9 day of September, 1996.



Page 4.

FILED  
96 SEP 18 AM 10:35  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA