417 E. Virginia St., Suite 1, Tallahassee, FL J2J01, (904)224-8870 Malling Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

BY

WALK-IN Will Pick Up

11-3529-7 PONDER'S INC., THOMASVILLE, GA.

TIME		CK No	BALANCE DUE	\$
DATE <u>9/25</u>	. ———		PREPAID	s
REQUEST TAKEN	CONFIRMED	,	SUBTOTAL	
		:	TAX on corporate supplies	
•			SURCHARGE	P -
		•	DISBURSED	5 w
			FEE	0 4 17
			SUBTOTALS	<u> </u>
			FAX () pgs.	
			Top Priority Express Mail Prep.	
			Phone ()	
			Courier ServiceShipping/Handling	多
			UCC 11 Retrieval	
			UCC 11 Search	SER SE
			UCC 1 or 3 File	-
			Document Retrieval	-
			Vehicle Search Driving Record	=
Stato Foo \$	Our !	J		
Maller No.:	Express Mail	No	- Document Filling	
			Name Reservation 音音 Annual Report/Reinstatement [19] Reg. Agent Service ***	/2579601015- *122.50 *****
To us via	•		Name Reservation	
Service: Top Priority One Day Service	Regular Two Day Service		Fictitious Name File	
,	. <u></u>	· · · · · · · · · · · · · · · · · · ·	Dissolution/Withdrawal	***************************************
PHONE ()	.		Art. of Amend, File	
			() Cert. Copy(s)	
	·		Ltd. Partnership File	
			- Art. of Inc. File	
A) A A 4 8**			I Ati, of the File	

Please remit invoice number with payment TERMS: NET 10 DAYS FROM HIVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 16% per Annum.

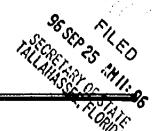
THANK YOU from Your Capital Connection

C,C, FEE,

Capital Express**

DIBBURBED

ARTICLES OF INCORPORATION OF MANNING CITRUS, INC.



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be MANNING CITRUS, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may by organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1,00 per share. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders, but all alterations, amendments and repeals of the Bylaws which affect the rights or obligations of the shareholders must be approved by a majority of the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

ERNEST R. MANNING 40 East 8th Street Frostproof, Florida 33843

ARTICLE X

The initial registered agent of the corporation is ERNEST R. MANNING. The street address of the corporation's initial registered office is 40 East 8th Street, Frostproof, Florida 33843.

ARTICLE XI

The principal place of business and mailing address shall be: 40 East 8th Street, Frostproof, Florida.

ARTICLE XII

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

ERNEST R. MANNING 40 East 8th Street Frostproof, Florida 33843

The undersigned incorporator has executed these Articles of Incorporation this day of Section 1996.

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23 day of _

Page 3 of 4

1996, by ERNEST R. MANN produced	ING, [4] who is personally known to	me or [] who has
	Stend Notary Public/S	Tanelak tator Florida at Largo
My Commission Expires:	BRENDA J. KAVELAK Notary Public, State of Florida My commit Capital May 11, 1998 Commit No. 66371919	(SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MANNING CITRUS, INC., which is contained in the foregoing Articles of Incorporation,

DATED this 23rd day of Sestember, 1996

ERNEST R. MANNING. Registered Agent

CHOPPICE/WPWIN/WPDOCE/BUK/CLIENTE/MANNING CIT/ARTOFING & September 19, 1996

96 SEP 25 AM II: 06
SECRETARY OF STATE
SECRETARY OF FLORIDA