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P96000081641

ACCOUNT NO. : 072100000032

REFERENCE : 106405 9761A

AUTHORIZATION :

Patricia Pyjette

COST LIMIT : \$ 122.50

ORDER DATE : October 2, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 106405

100001963151

CUSTOMER NO: 9761A

CUSTOMER: Robert M. Lloyd, Esq  
NEILL GRIFFIN JEFFRIES & LLOYD

Suite 200  
311 South Second Street  
Fort Pierce, FL 34950

DOMESTIC FILING

NAME: ABERCROMBIE CITRUS, INC

EFFECTIVE DATE  
10-1-96

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: Lynne Roberts

EXAMINER'S INITIALS:

Dmc 10/2/96

P96-81641

RECEIVED  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

96 OCT -2 PM 1:58  
96 OCT -2 PM 1:58

FILED  
RECEIVED

ARTICLES OF INCORPORATION  
OF  
ABERCROMBIE CITRUS, INC.

FILED

96 OCT -2 PM 1:59

SEC. OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ABERCROMBIE CITRUS, INC., a Florida Corporation.

ARTICLE II - DURATION

This corporation shall exist perpetually.

EFFECTIVE DATE

ARTICLE III - PURPOSE

10-1-96

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this Corporation is 175 Boyd Road, Fort Pierce, Florida 34945.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 311 South Second Street, Suite 200, Fort Pierce, Florida 34950, and the name of the initial registered agent of this corporation at that address is Robert M. Lloyd.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Derrell L. Abercrombie	175 Boyd Road Fort Pierce, Florida 34945
Jo Ann S. Abercrombie	175 Boyd Road Fort Pierce, Florida 34945

ARTICLE VIII - INCORPORATORS


The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Lloyd	311 South Second Street Suite #200 Fort Pierce, Florida 34950

ARTICLE IX - EFFECTIVE DATE

The Corporation shall commence doing business on October 1, 1996.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1st day of October, 1996.

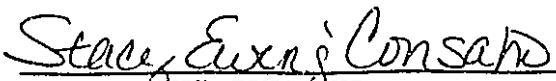
  
\_\_\_\_\_  
ROBERT M. LLOYD

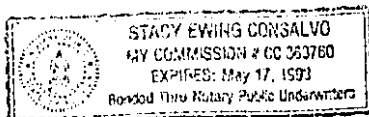
STATE OF FLORIDA )

ST. LUCIE COUNTY )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county aforesaid, personally appeared ROBERT M. LLOYD, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Fort Pierce, said county and state, this 1st day of October, 1996.

  
\_\_\_\_\_  
STACY EWING CONSALVO  
Notary Public - State of Florida  
My commission expires:



I HEREBY ACCEPT the foregoing designation as Resident Agent.  
I am familiar with, and accept the obligations of, Section  
607.0505, Florida Statutes.

DATED this 1st day of October, 1996.

  
\_\_\_\_\_  
ROBERT M. LLOYD

FILED  
96 OCT -2 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
NEILL GRIFFIN JEFFRIES & LLOYD

CHARTERED

311 SOUTH SECOND STREET

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL  
CHESTER B. GRIFFIN  
MICHAEL J. JEFFRIES  
ROBERT M. LLOYD  
J. B. WILSON, III  
RICHARD V. NEILL

MAILING ADDRESS:  
POST OFFICE BOX 1270  
FORT PIERCE, FL 34954  
TELEPHONE (861) 464-8200  
FAX (861) 464-2566

October 10, 1996

Department of State  
Division of Corporations  
409 East Gains Street  
P.O. Box 6327  
Tallahassee, FL 32314

700001974227--2  
-10/15/96--01123--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

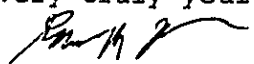
RE: Abercrombie Citrus, Inc.

To Whom It May Concern:

Enclosed please find a Statement of Change of Registered Office or Registered Agent for the above corporation together with this firm's check in the amount of \$35.00 which represents the filing fee.


Please file the enclosed form and provide the undersigned with confirmation of the filing. A self addressed stamped envelope is provided for this purpose.

With best regards.

Very truly yours,  
  
Robert M. Lloyd

/sec  
Encl.  
cc: Mr. and Mrs. Derrell L. Abercrombie

APPROVED  
AND  
FILED  
56 OCT 15 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
P9100000081641  
10/15/96  
Michael

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,  
the undersigned corporation organized under the laws of the State of Florida  
submits the following statement in order to change its registered office or registered agent, or  
both, in the State of Florida.

1a. The name of the corporation is: ABERCROMBIE CITRUS, INC.

1b. The mailing address of the corporation is : 175 Boyd Road  
Fort Pierce, FL 34945

1c. Date of incorporation: October 2, 1996 Document number: P96000081641

2. The name and address of the current registered agent and office:

Robert M. Lloyd  
311 South Second Street, Suite 200  
Fort Pierce, FL 34950

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 15 04 11 PM

APPROVED  
AND  
FILED

3. The name and address of the new registered agent and office: (P.O. Box Not Accepted)

Derrell L. Abercrombie  
175 Boyd Road  
Fort Pierce, FL 34945

The street address of its registered office and the street address of the business office of its  
registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer  
so authorized by the board.

Derrell L. Abercrombie 9 Oct 96  
(Signature of an officer, chairman or vice chairman of the board) PRESIDENT (Date)

DERRELL L. ABERCROMBIE, PRESIDENT  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated  
corporation, I hereby accept the appointment as registered agent and agree to act in this capacity.  
I further agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties, and I am familiar with and accept the obligation of my position as  
registered agent.

Derrell L. Abercrombie 9 Oct 96  
(Signature of Registered Agent) (Date)

Signing on behalf of an entity:

DERRELL L. ABERCROMBIE  
(Typed or Printed Name) (Capacity)