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PLEASE REPLY TO:  
LAKE PLACID INTERLAKE   
LAKE PLACID CENTRAL   
SEBRING OFFICE

October 7, 1996

426 SOUTH COMMERCE AVENUE  
SEBRING, FL 33870  
(941) 866-1849  
FAX: (941) 471-0008

111 INTERLAKE BOULEVARD  
LAKE PLACID, FL 33852  
(941) 466-2811  
FAX: (941) 466-6999

204 CENTRAL AVENUE  
LAKE PLACID, FL 33852  
(941) 466-1551  
FAX: (941) 466-8054

SENT VIA: UPS Tracking Number  
N058 7038 15 7

State of Florida  
Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: Sweetwater Citrus, Inc.

Gentlemen:

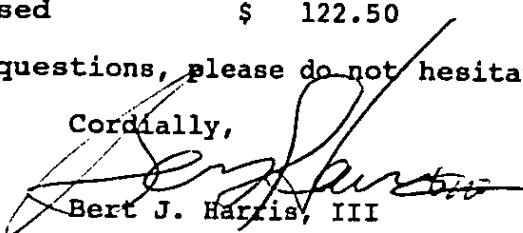
Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return one copy to me. I have enclosed a stamped addressed envelope for the return of the copy.

I am enclosing my office check in the amount of \$122.50, covering:

Filing fee	\$ 35.00
Certificate designating registered agent	\$ 35.00
Certified copy	<u>\$ 52.50</u>
Check enclosed	\$ 122.50

If you have any questions, please do not hesitate to call.

Cordially,

  
Bert J. Harris, III

BJH/lw  
enclosures - as stated

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LAKE PLACID, FL 33852  
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ARTICLES OF INCORPORATION  
OF  
SWEETWATER CITRUS, INC.

FILED  
96 001-8 M 8 57  
FLORIDA  
STATE OF FLORIDA

The undersigned subscribers to these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is SWEETWATER CITRUS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

- (a) To engage in every aspect and phase of the citrus business and to engage in every aspect and phase of related businesses.
- (b) To engage in every aspect and phase of investing and reinvesting in real, tangible and intangible property.
- (c) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.
- (d) To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- (e) To 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.
- (f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida 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.

(h) The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to 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 deemed satisfactory by the board of directors.

#### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The street address of the principal and initial registered office of the corporation in the State of Florida is 140 Holmes Avenue, Lake Placid, Florida 33852. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

#### ARTICLE VII. DIRECTORS

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

#### ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, 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 by-laws that may be adopted by the stockholders.

#### ARTICLE IX. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

Name	Address
George P. Mason, Jr.	140 Holmes Avenue Lake Placid, Florida 33852
Marilyn Smoak Mason	140 Holmes Avenue Lake Placid, Florida 33852

#### ARTICLE X. SUBSCRIBERS

The name and street address of the subscribers to these articles of incorporation is:

Name	Address
George P. Mason, Jr.	140 Holmes Avenue Lake Placid, Florida 33852
Marilyn Smoak Mason	140 Holmes Avenue Lake Placid, Florida 33852

The subscribers of these Articles of Incorporation hereby assign to this corporation their rights under Section 607, Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the board of directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

#### ARTICLE XI. 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 stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII. REGISTERED OFFICE  
AND REGISTERED AGENT

The corporation hereby designates as its registered office, 140 Holmes Avenue, Lake Placid, Florida 33852, and as its registered agent, George P. Mason, Jr., who is located at the same address for service of process.

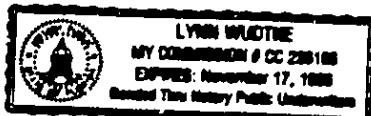
IN WITNESS WHEREOF, the undersigned subscribers, have hereunto set our hands and seals this 7<sup>th</sup> day of October, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.

*George P. Mason Jr.*  
GEORGE P. MASON, JR.  
Subscriber

*Marilyn Smoak Mason*  
MARILYN SMOAK MASON  
Subscriber

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

THE FOREGOING instrument was acknowledged before me this 7<sup>th</sup> day of October, 1996, by GEORGE P. MASON, JR. and MARILYN SMOAK MASON who are personally known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.



*Lynn Wudtke*  
Notary Public, State of Florida  
at Large  
(affix notarial seal)

ACCEPTANCE BY REGISTERED AGENT

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.

*George P. Mason Jr.*  
GEORGE P. MASON, JR.  
Registered Agent

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FILED  
FLORIDA  
NOTARY PUBLIC  
REGISTRATION  
DIVISION  
FLORIDA  
DEPARTMENT OF STATE  
TREASURER OF FLORIDA