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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FLORIDA LYCHE GROWERS ASSOCIATION, INC.

AUDIT NUMBER.....H96000014743

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

(6)

OF

FLORIDA LYCHEE GROWERS ASSOCIATION, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

FLORIDA LYCHEE GROWERS ASSOCIATION, INC.

The principal office is located at 25000 SW 152 Avenue, Homestead, Florida, 33032.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

This Instrument Prepared By:
John P. Maas, Esq.

LAW OFFICES OF HELLMAN & MAAS
44 N.E. 16th St.
Homestead, FL 33030

FLORIDA BAR NO: 435910

(306) 247-7162

OCT-21-1996 10:20
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ARTICLE IV

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CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take is as follows:

SUBSCRIBER

ADDRESS

NUMBER OF
SHARES

JEFFREY P. DeMOTT	25000 SW 152 Avenue Homestead, Florida 33032.	1,000
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ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIII

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INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, are:

NAME

ADDRESS

JEFFREY P. DeMOTT

25000 SW 152 Avenue
Homestead, Florida 33032

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT FLORIDA LYCHEE GROWERS ASSOCIATION, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: _____

JEFFREY A. DEMOTT

Title: President

Date: 10/18/96

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Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

JOHN P. MAAS

Date: 10/18/96

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