

P960000086717

WALTER L. BREWER
ATTORNEY AT LAW
Post Office Box 400
Nocatee, Florida 32060

STREET ADDRESS:
2840 SOUTHWEST COUNTY ROAD 700
ARCADIA, FLORIDA 32006

TELEPHONE (904) 494-4040
TELECOPIER (904) 494-6960

October 14, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-10/21/96--01012--012
****122.50 ****122.50

RE: Cullifer Fruit, Inc.

Dear Sir:

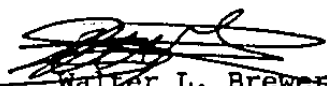
Enclosed please find the original and one copy of Articles of Incorporation and original Certificate Designating Registered Agent for the above named corporation. Please approve and file the original Articles and Certificate and certify the enclosed copy and return same to me.

Enclosed is a check made payable to Secretary of State in the amount of \$122.50, for the following charges:

Filing fee	\$ 35.00
Filing Registered	
Agent Certificate	35.00
Certified Copy	<u>52.50</u>
For a total of	\$122.50

Thank you in advance for your assistance, for now I remain

Sincerely,


Walter L. Brewer

enclosures

Dmc
10/21/96

TALLAHASSEE, FLORIDA

96 OCT 18 PM 2:59

FILED

Called
Walter Brewer
gave auth to file
Similar Name
P93-24568
10-25-96
WLB/mj

ARTICLES OF INCORPORATION
OF
CULLIFER FRUIT, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

The name of this corporation shall be:
CULLIFER FRUIT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSES AND POWERS

This corporation is organized for the purpose of purchasing and harvesting citrus fruit and to engage in every aspect and phase of related business and to transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, and may be paid in whole or in part by cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock pre-empted within 30 days of receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VI - INITIAL CORPORATE ADDRESS
AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4100 Highway 17 North, Wauchula, Florida 33873. The mailing address of this corporation is 4100 Highway 17 North, Wauchula, Florida 33873. The name of the initial Registered Agent of this corporation at that address is: Charles F. Thornton, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the by-laws. The names and addresses of the initial directors of this corporation are:

Charles F. Thornton, Jr.	3193 N.W. CR 661-A Arcadia, FL 34266
V.C. "Clyde" Hollingsworth, Jr.	Post Office Box 1020 Arcadia, FL 34265
V.C. Hollingsworth, Jr.	Post Office Box 1020 Arcadia, FL 34265
Cary M. Mercer	4644 S.E. Brown Road Arcadia, FL 34266

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is:

Charles F. Thornton, Jr.	3193 N.W. CR 661-A Arcadia, FL 34266
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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation or any former officer, director or employee of the corporation to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE X - AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify, or repeal a provision or provisions contained in these Articles of Incorporation or any amendment hereto.

DATED this 15th day of October, 1996.

Charles F. Thornton, Jr.
Charles F. Thornton, Jr.

STATE OF FLORIDA

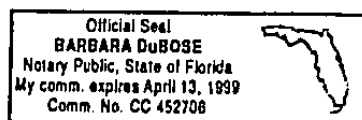
COUNTY OF DESOTO

The foregoing Articles of Incorporation were executed before me by Charles F. Thornton, Jr. known to me to be the person described in and who executed the same this 15th day of October, 1996.

(Affix Notarial Seal)

Barbara DuBoise
Notary Public, State of Florida at
Large

My Commission Expires:



FILED
95 OCT 18 PM 3:00
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with Section 48.091, Florida Statutes (1995), the following is submitted in compliance with said Act.

1. That CULLIFER FRUIT, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at the City of Wauchula, County of Hardee, State of Florida, has named Charles F. Thornton, Jr, of 4100 Highway 17 North, Wauchula, Florida 33873, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Charles F. Thornton, Jr.

P96000086717

WALTER L. BREWER
ATTORNEY AT LAW
Post Office Box 400
Nocatee, Florida 32060

December 13, 1996

STREET ADDRESS:
9540 NORTHWEST COUNTY ROAD 700
ARCADIA, FLORIDA 32000

TELEPHONE (904) 494-4040
TELECOPIER (904) 494-0000
TALLAHASSEE, FLORIDA

FILED
96 DEC 19 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

300002034273--6
-12/19/96--01105--008
*****87.50 *****87.50

RE: Cullifer Fruit, Inc.

Dear Sir:

Enclosed please find the original and one copy of Articles of Amendment of Articles of Incorporation for the above referenced corporation. Please approve and file the original Articles of Amendment of Articles of Incorporation and certify the enclosed copy and return same to me.

Enclosed is a check made payable to Secretary of State in the amount of \$87.50, for the following charges:

Filing fee	\$35.00
Certified Copy	<u>\$52.50</u>
For a total of	\$87.50

Thank you in advance for your assistance for now I remain

Sincerely,


Walter L. Brewer

WLB/mj
Enclosures

Amend

VS DEC 31 1996

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CULLIFER FRUIT, INC.

FILED
96 DEC 19 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The UNDERSIGNED are all of the shareholders and members of the Board of Directors of CULLIFER FRUIT, INC., desiring to amend the Articles of Incorporation of Cullifer Fruit, Inc. do hereby adopt the following Articles of Amendment of Articles of Incorporation of CULLIFER FRUIT, INC.

Pursuant to Section 607.1006, Florida Statutes (1995) the UNDERSIGNED provide:

- (1) The name of the corporation is:
CULLIFER FRUIT, INC.
- (2) The text of the amendment adopted:

ARTICLE VII - Initial Board of Directors of the Articles of Incorporation of Cullifer Fruit, Inc., is deleted and in its place to following amendment is adopted:

ARTICLE VII - ~~Initial~~ Board of Directors

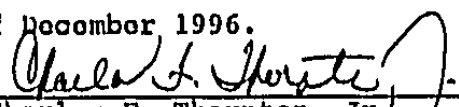
This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the bylaws. The names and addresses of the ~~initial~~ directors of this corporation are:

Charles F. Thornton, Jr.	3193 N.W. CR 661-A Arcadia, FL 34266
V.C. "Clyde" Hollingsworth, Jr.	Post Office Box 1020 Arcadia, FL 34265
V.C. Hollingsworth, III	Post Office Box 1020 Arcadia, FL 34265
Cary M. Mercer	4644 S.E. Brown Road Arcadia, FL 34265

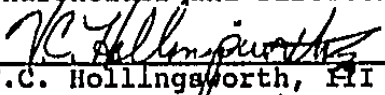
- (3) This Amendment is adopted this 12th day of December, 1996.


(4) This Amendment was approved by unanimous shareholder vote which is sufficient for approval.

Dated this 16th day of December 1996.


Charles F. Thornton, Jr.
Shareholder and Director


V.C. "Clyde" Hollingsworth, Jr.
Shareholder and Director

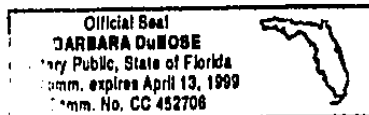

V.C. Hollingsworth, III
Shareholder and Director

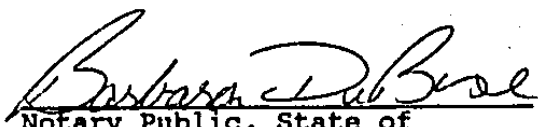

Cary M. Mercer
Shareholder and Director

STATE OF FLORIDA
COUNTY OF DESOTO

The foregoing Articles of Amendment of Articles of Incorporation of Cullifer Fruit, Inc., was executed before me by Charles F. Thornton, Jr., V.C. "Clyde" Hollingsworth, Jr., V.C. Hollingsworth, III and Cary M. Mercer who are all personally known to me to be the persons described in and who executed same this 16th day of December, 1996.

(Affix Notarial Seal)

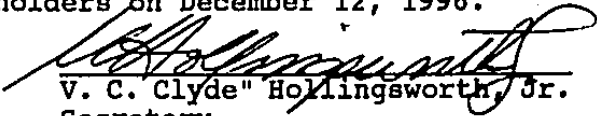



Notary Public, State of
Florida at Large

My Commission Expires:

Certificate of Secretary of Cullifer Fruit, Inc.

I, V. C. "Clyde" Hollingsworth, Jr. Secretary of Cullifer Fruit, Inc. hereby certify that the above Articles of Amendment of Articles of Incorporation of Cullifer Fruit, Inc. have been executed by all of the Shareholders and all of the Directors of said corporation and the amendment was approved by a unanimous vote of all said corporation's shareholders on December 12, 1996.


V. C. "Clyde" Hollingsworth, Jr.
Secretary