

P96000088492

96 OCT 25 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 23, 1996

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

900001986839--8
-10/28/96--01028--015
****131.25 ****131.25

RE: Articles of Incorporation for Multi-National Citrus, Inc.

Dear Sirs:

Enclosed is an original and one copy of the aforementioned Articles of Incorporation to be filed with the Secretary of State. Also enclosed is a check in the amount of \$131.25, which will cover the certified copy being returned and the Certificate of Status. Please return to the address below.

Should you require any further information, please do not hesitate to call.

Sincerely,



Gladys Johnson
949 East Fifth Avenue
Mount Dora, FL 32757
352/383-3699

/pj

Enclosures

PK
10/28/96

**ARTICLES OF INCORPORATION
MULTI-NATIONAL CITRUS, INC.**

FILED

96 OCT 25 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) of these articles of incorporation are natural persons competent to contract and form a corporation under the laws of the State of Florida.

ARTICLE I. Name. The name of this corporation is: **Multi-National Citrus, Inc.**

ARTICLE II. Nature of Business. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III. Capital Stock. Capital Stock authorized to be issued is: One hundred (100) Shares of Capital Stock, \$.10 par value per share. The stock is to be issued in the following manner:

100 Shares of Capital Stock to Jeff G. Baker

ARTICLE IV. Initial Capital. The amount of capital with which this corporation shall begin business is One Hundred Dollars US (\$100).

ARTICLE V. Term of Existence. The corporation is to exist perpetually.

ARTICLE VI. Address. The address of the principal office of this corporation is: Post Office Drawer 400, Eustis, FL 32727-0400, USA. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VII. Directors. The corporation shall have the following initial directors:

Jeff G. Baker Post Office Drawer 400 Eustis, FL 32727-0400

ARTICLE VIII. Officers. The initial officers of the corporation will be elected at the first Board of Directors meeting. Elections shall be held annually and the Board of Directors are charged with electing the officers of the corporation.

ARTICLE IX. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others. This right to purchase shall be done without issuance of fractional shares.

ARTICLE X. Incorporators. Name and address of the incorporator signing these articles is: Jeff G. Baker, Post Office Drawer 400, Eustis, FL 32727-0400.

ARTICLE XI. Fundamental Corporate Changes. Any fundamental corporate change involving a tender offer for the corporation, merger, consolidation or other reorganization shall require the majority vote of 75% of all outstanding common shares. This requirement shall not apply when acquiring or forming subsidiaries that are at least 80% owned by the corporation.

ARTICLE XII. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

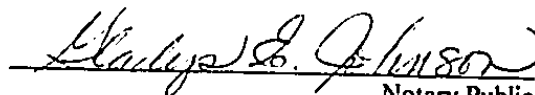
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 23rd day of October, 1996.


JEFF G. BAKER, Incorporator

STATE OF FLORIDA)
COUNTY OF LAKE) ss:

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared **JEFF G. BAKER** to me known, ~~or who produced the following identification~~ and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal this 23rd day of October, 1996.


Notary Public

My Commission Expires:



GLADYS E. JOHNSON
MY COMMISSION # CC477489 EXPIRES
July 8, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

FILED

96 OCT 25 PM 12:03

ADDENDUM TO ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation, MULTI-NATIONAL CITRUS, INC., hereby designates Gladys Johnson, as Registered Agent for the service of process, with the registered office being 949 East Fifth Avenue, Mt. Dora, FL 32757

Said Registered Agent having been named to accept service of process for the corporation, at the aforementioned address, agrees to act in this capacity and agrees to comply with the provisions of the Florida Statutes relative thereto. Said Registered Agent shows his agreement by signing below.


GLADYS JOHNSON, Registered Agent