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TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: INCORPORATORS PLUS, INC.
105114002375

ACCT#:

CONTACT: MICHAEL HELLER
PHONE: (954) 475-8484
(954) 475-1125

FAX #:

NAME: ROYAL GROWERS, INC.

AUDIT NUMBER.....H96000015106

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/28/96
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ARTICLES OF INCORPORATION
OF
Royal Growers, Inc.,
a Florida corporation

The undersigned, acting as incorporator of Royal Growers, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Royal Growers, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

5503 North Military Trail
Boca Raton, Florida 33496

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TALLAHASSEE, FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective October 28th, 1996.

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5503 North Military Trail Boca Raton, Florida 33496 and the name of the corporation's initial registered agent at that address is Melanie Loring.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 2 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 2. The name(s) of the initial director(s):

Name

Jerry Frost
Melanie Loring

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28th day of October, 1996

Incorporators Plus, Inc.:

By: Kristine Palumbo
Kristine Palumbo
Office Manager

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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

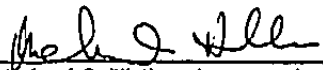
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Royal Growers, 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 5503 North Military Trail Boca Raton, Florida 33496, has named Melanie Loring, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Melanie Loring
5503 North Military Trail Boca Raton, Florida 33496



Michael S. Heller, Attorney-in-Fact
Date: October, 28th 1996

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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