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LEGAL & DISCREET SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 136200 4352702

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : October 29, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 136200-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: VALENCIA GROVES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
55 OCT 29 PM 3:34
ST. LOUIS, MO
U.S. DEPT. OF JUSTICE

600001989316--7

File 154

15 OCT 22 PM 1:28
FBI - NEW YORK

$$\frac{Kr}{10.29.96}$$

ARTICLES OF INCORPORATION
OF
VALENCIA GROVES, INC.

FILED
OCT 29 PM 3:32
TAMPA FL 33607

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Valencia Groves, Inc.

2. Principal Office. The principal office of the Corporation is:

3665 Dec Ridge Road
Suite 310
Sarasota, FL 34233

2. Mailing Address. The mailing address of the Corporation is:

3665 Bee Ridge Road
Suite 310
Sarasota, FL 34233

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Jaime S. Carrion
3665 Bee Ridge Road
Suite 310
Sarasota, FL 34233

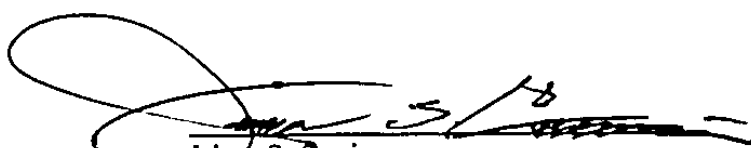
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

Jaime S. Carrion
3665 Bee Ridge Road
Suite 310
Sarasota, FL 34233

7. Effective Date. The existence of the Corporation shall commence on the date of filing of these Articles of Incorporation.

Dated this 28TH day of October, 1996.


Jaime S. Carrion
Incorporator and Registered Agent

FILED
95 OCT 29 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 000089030

1201 HAYS STREET

800-342-8086

File Together



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 189104 4352702

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pysjts

ORDER DATE : December 16, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 189104-010

CUSTOMER NO: 4352702

800002029488--2

CUSTOMER: Ms. Jennifer Lukas
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC AMENDMENT FILING

NAME: VALENCIA GROVES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

None

Change

DC 12/16/96

RECEIVED
96 DEC 16 AM 10:41
DIVISION OF CORPORATION

FILED
96 DEC 16 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

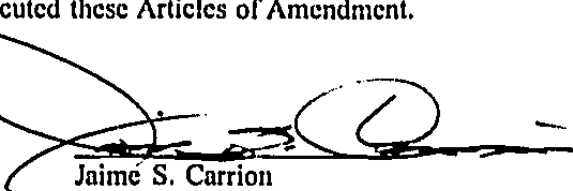
ARTICLES OF AMENDMENT OF
VALENCIA GROVES, INC.

The Articles of Incorporation of Valencia Groves, Inc. shall be and hereby are amended by striking Article I. in its entirety, and by substituting in its place the following:

1. Name. The name of the Corporation is:
Florida Citrus Lands, Inc.

The amendment was approved and adopted by written consent of the sole incorporator of the corporation, acting pursuant to Sections 607.1005 and 607.1006, Florida Statutes, on November 5, 1996, without shareholder action. Shareholder action was not required, due to the fact that the corporation has not yet issued shares.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Amendment.


Jaime S. Carrion
Incorporator

JFL-179654

FILED
96 DEC 16 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA