

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171

800-342-8086

P96000090623



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 141039 87360A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 1, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 141039-005

CUSTOMER NO: 87360A

600001993856--6
-11/01/96--01028--005
****122.50 ****122.50

CUSTOMER: Ms. Debbie Woodard
NICOLETTI BLOCK DUFFY PONCY &
KOHN, P.A.
317 Tenth Street

West Palm Beach, FL 33401

DOMESTIC FILING

NAME: GARNER FARMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

W-23283
XR 11-1-96
11-5-96

FILED
96 NOV -1 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 1 AM 11:35
DIVISION OF
INCORPORATION

NICOLETTI BLOCK DUFFY PONCY KOHN & EDWARDS, P.A.
Attorneys At Law

PHYLLIS S. BLOCK
LAWRENCE DUFFY
MICHELLE S. KOHN
PAUL J. NICOLETTI*
MARNIE RITCHIE PONCY
M. CHRIS EDWARDS
* Also Licensed to Practice
in the District of Columbia

317 Tenth Street
West Palm Beach, Florida 33401-3317
Telephone (407) 659-5300
Fax (407) 659-5445

Wellington Office
13833 Wellington Trace
Suite B-14
Wellington, Florida 33414
Telephone (407) 791-9990
Fax (407) 793-0550

NANCY F. JOY
Certified Legal Assistant

Please Reply To:

West Palm Beach

Of Counsel
JERRI M. BLANEY, P.A.

November 1, 1996

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

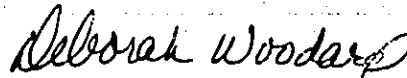
RE: Garner Farms, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find original Articles of Incorporation for filing in the above referenced matter. Also enclosed is our check in the amount of \$122.50 representing your filing fee. Please furnish our office with a certified copy of these Articles.

Of course, if you have any questions concerning this matter, please feel free to call.

Sincerely,



DEBORAH WOODARD
Legal Assistant to Mr. Duffy

Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 1, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: GARNER FARMS, INC.
Ref. Number: W96000023283

RESUBMIT

Please give original
submission date as file date.

We have received your document for GARNER FARMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU HAVE LISTED TWO DIFFERENT CORPORATE ADDRESS. PLEASE
VERIFY WHICH IS THE CORRECT ADDRESS AND REMOVE THE OTHER.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 996A00050435

RECEIVED
96 NOV -5 AM 10:46
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
GARNER FARMS, INC.**

FILED
96 NOV -1 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be GARNER FARMS, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
PURPOSE**

This corporation may engage in or transact any lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a \$10.00 par value per share.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

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

**ARTICLE VI
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE VII CUMULATIVE VOTING

At each election for Directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 317 Tenth Street, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is LAWRENCE DUFFY.

ARTICLE IX INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with the procedures specified in the corporate By-Laws, but the number of Directors shall never be fewer than one (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
A. JOSEPH GARNER	19649 Riverside Drive Tequesta, FL 33469
RICHARD S. APPLE	19649 Riverside Drive Tequesta, FL 33469
MELVIN SCHWARTZ	13351 Verdun Drive Palm Beach Gardens, FL 33410

ARTICLE X INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE W. DUFFY	317 Tenth Street West Palm Beach, FL. 33401

**ARTICLE XI
PRINCIPAL OFFICE**

The principal office address of the corporation is 19649 Riverside Drive, Tequesta, Florida 33469

**ARTICLE XII
EFFECTIVE DATE**

The effective date of this corporation is November 1, 1996.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of November, 1996.

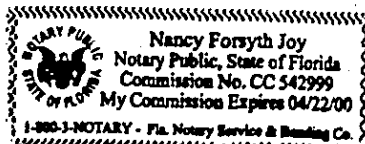

LAWRENCE W. DUFFY

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LAWRENCE W. DUFFY, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and that he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of November, 1996.

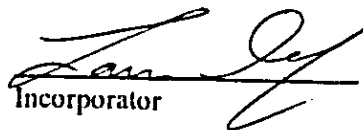

Notary Public
My Commission Expires:



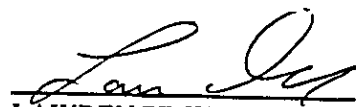
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS CAN BE SERVED.**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

FIRST: That Garner Farms, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Palm Beach County, State of Florida, has named LAWRENCE W. DUFFY, located at 317 Tenth Street, West Palm Beach, FL. 33401, as its agent to accept service of process within Florida.


Incorporator

Having been named to accept service 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.


LAWRENCE W. DUFFY

FILED
96 NOV - 1 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA