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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: BARTOW CITRUS INDUSTRIES, INCORPORATED
AUDIT NUMBER.....H97000003190
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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ARTICLES OF INCORPORATION OF:
BARTOW CITRUS INDUSTRIES, INCORPORATED

ARTICLE I
The name of the Corporation will be:
BARTOW CITRUS INDUSTRIES, INCORPORATED

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue an maximum of 100 shares of stock. The shares of stock authorized shall be common stock having a par value of ten (\$10.00) dollars per share. The consideration to be paid for each share of stock shall be ten (\$10.00) dollars.

ARTICLE IV
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Peter Kneski
Suite 807
19 West Flagler Street
Miami, Florida 33130

PREPARED BY:
Peter Kneski, Esq.
KNESKI & KNESKI
19 West Flagler Street
Biscayne Bldg., Suite 807
Miami, Florida 33130
FBN: 260789

205-358-0080

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BARTON CITRUS INDUSTRIES, INCORPORATED
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ARTICLE V
THE INITIAL PLACE OF BUSINESS
AND/OR MAILING ADDRESS OF THE CORPORATION

The Corporation's Initial Place of Business or Initial Mailing
Address shall be:

1910 S.R. 60 W.
Bartow, Florida 33830

ARTICLE VI

The Corporation and the Officers are to be considered as
eligible for the conditions under Section 1244 of the Internal
Revenue Code.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have no less than ONE Director at any
time. The number of Directors may be increased or diminished from
time to time, by By-laws adopted by the Stockholders.

The name and post office address of the member of the first
Board Of Directors, who, subject to the provisions of these
Articles of Incorporation, the By-laws and the laws of the State of
Florida shall hold office for the first year of the Corporation's
existence, or until their successors are elected and shall have
qualified, is as follows:

SAMUEL LANDSMAN

18071 Biscayne Blvd.
Apartment 1601, Tower N3
North Miami Beach, FL. 33160

MARK BERGER

67 Wall Street
New York, N.Y.

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BARTON CITRUS INDUSTRIES, INCORPORATED
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ARTICLE VIII
OFFICERS

The name and post office address of the first officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall have qualified, is as follows:

CHAIRMAN OF THE BOARD/SECRETARY
SAMUEL LANDSMAN

18071 Biscayne Blvd.
Apartment 1601, Tower N3
North Miami Beach, FL. 33160

VICE CHAIRMAN OF THE BOARD/PRESIDENT
MARK BERGER

67 Wall Street
New York, N.Y.

TREASURER-
CHARLES GRIER

460 Byrd Street
Lakeland, FL. 33809

ARTICLE IX
STOCK SUBSCRIPTION

The names and post office address of each subscriber of this Corporation and the number of shares of stock of this Corporation which each agrees to hold, and the price paid therefore are as follows:

NAME and ADDRESS	NUMBER OF SHARES	PRICE PER SHARE	TOTAL PAID
SAMUEL LANDSMAN 18071 Biscayne Blvd. Apartment 1601, Tower N3 North Miami Beach, FL. 33160	100	10.00	\$1,000

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BANTON CITRUS INDUSTRIES, INCORPORATED
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THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida does make and file these Articles of Incorporation, thereby declaring and certifying that the facts herein stated are true and correct.

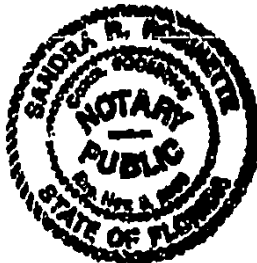
Samuel Landsman
SAMUEL LANDSMAN

STATE OF FLORIDA)

COUNTY OF ~~DADE~~ } Polk

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County name above to take acknowledgements, personally appeared, SAMUEL LANDSMAN, to me know to be the person described as Incorporator in the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation. *Bartow, Polk*

WITNESS my hand and official seal at ~~Miami~~, ~~Dade~~ County, Florida this 19th day of February, 1997.



Sandra R. Robinette
NOTARY PUBLIC

Print Name: SANDRA R.

ROBINETTE
☒ Personally known
☐ Produced Identification

My Commission Expires:

11/8/2000

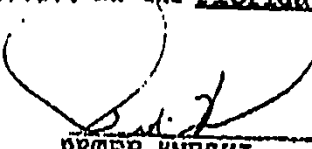
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ACCEPTANCE OF DESIGNATION

I, PETER KNESKI, having been designated as Registered Agent of
BARTON CITRUS INDUSTRIES, INCORPORATED, in the above Articles of
Incorporation, pursuant to Section 607.164 of the Florida Statutes,
do hereby accept said designation.


PETER KNESKI

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