

JOSEPH M. HENDRY II

Attorney at Law

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February 17, 1997

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

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-02/24/97--01029--009
*****70.00 *****70.00

RE: Filing Articles of Incorporation
for Potts Produce, Inc.

Gentlemen:

Enclosed are the original Articles of Incorporation and a check in the amount of \$70.00 for your filing fee.

Please return all necessary documents to this office, including a copy of the original filed articles. Thank you for your prompt attention in this matter.

Sincerely,

JMH

Joseph M. Hendry, II

JMH/lw
Encl.

2/26

RECEIVED
TALLAHASSEE FL 32314

97 FEB 24 AM 11:30

FILED

**ARTICLES OF INCORPORATION
OF
POTTS PRODUCE, INC.**

FILED
97 FEB 24 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of the Corporation is **POTTS PRODUCE, INC.**

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

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

ARTICLE IV: CAPITAL STOCK

The number of shares of capital stock authorized to be issued by the Corporation will be Twelve Hundred (1,200) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Joseph M. Hendry, II, Attorney at Law, Post Office Box 418, 606 W. Sugarland Highway, Clewiston, Florida 33440.

The initial street address of the principal office of the corporation in the State of Florida will be: 774 Midstate Loop, Clewiston, Florida 33440. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The corporation will have one (1) directors initially and the method of election of directors are stated in the bylaws. The number of directors may be either increased or diminished from time to time by the by-laws. The name and street address of each person who is to serve as a member of the initial Board of Directors is:

NAME

ADDRESS

Timothy Potts

774 Midstate Loop
Clewiston, FL 33440

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Joseph M. Hendry, II, Post Office Box 418, 606 W. Sugarland Highway, Clewiston, Florida.

ARTICLE VIII: AMENDMENTS

The Corporation reserves the rights to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX: PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of

issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X: DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If that the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time

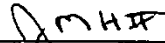
it is approved by the board, a committee or shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI: INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

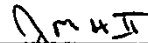
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 19 day of February, 1997.



Joseph M. Hendry, II,
Incorporator

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for the above stated Corporation, at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of law relative to keeping open said office.



Joseph M. Hendry, II
Resident Agent

STATE OF FLORIDA

COUNT OF HENDRY

BEFORE ME, the undersigned authority, on this day personally appeared, Joseph M. Hendry, II, to me well known and known to be the individual named in the foregoing Articles

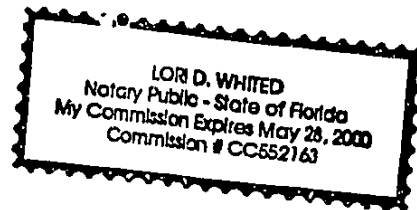
of Incorporation, and he acknowledged before me that he executed same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19th day of February, 1997

Lori D. White
NOTARY PUBLIC

MY COMMISSION EXPIRES:

(S E A L)



FILED
97 FEB 24 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA