

HAL SPENCE, P.A.

Attorney at Law

221 N. CAUSEWAY
NEW SMYRNA BEACH, FL 32109-5239
904-427-5227
(FAX) 904-423-3009

March 18, 1997

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

500002119565-1
-03/20/97-01113-021
****122.50 ****122.50

Re: Volusia Farm Corp.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing fee and one certified copy. This document is being sent to you via Federal Express in order for the corporate existence to commence as of the date of the acknowledgment of the Articles of Incorporation.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

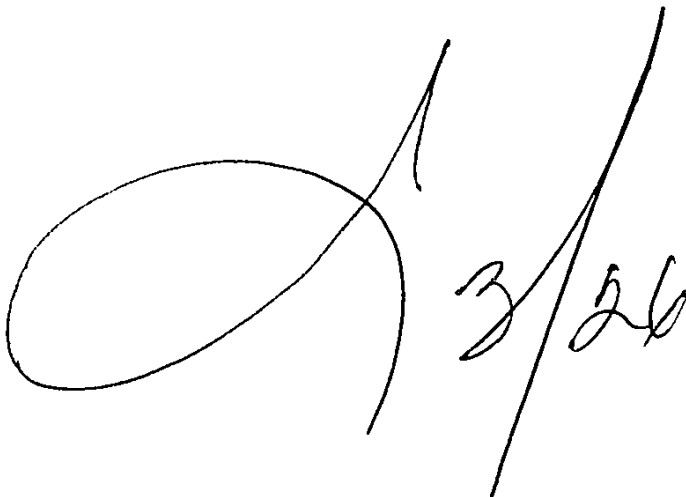
Very truly yours,


Hal Spence

HS/tm

Enclosures

EFFECTIVE DATE
3-19-97
97 MAR 20 AM 11:10
FL 1501
DEPT. OF STATE
TALLAHASSEE, FL 32301


3/26

ARTICLES OF INCORPORATION
OF
VOLUSIA FARM CORP.

97 MAR 20 AM 11:00
TALLAHASSEE
SECRETARY OF STATE
FILE NO.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Volusia Farm Corp.

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 221 N. Causeway, New Smyrna Beach, FL 32169.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hal Spence and the street address of the initial Registered Office of the Corporation is 221 N. Causeway, New Smyrna Beach, FL 32169.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

DIRECTOR
Hal Spence

DIRECTOR'S ADDRESS
221 N. Causeway
New Smyrna Beach, FL 32169

Walter R. Harris

Star Route #1, Box 550
Crescent City, FL 32212

Article 8. Incorporators. The name and address of each Incorporator is as follows:

INCORPORATOR
Hal Spence

INCORPORATOR'S ADDRESS
221 N. Causeway
New Smyrna Beach, FL 32169

EFFECTIVE DATE
3-19-97

Articles 9. Amondment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Earle H. Spence, Jr., Trustee of the Earle H. Spence Revocable Trust dated March 18, 1997	30
Walter Ronald Harris, Trustee of the Walter Ronald Harris Revocable Trust dated June 30, 1994	30

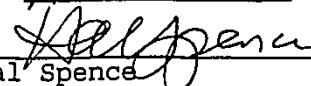
Shares held by any Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 13. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 14. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of MARCH, 1997.


Hal Spence

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared **HAL SPENCE** to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of March, 1997.

My commission expires:

Tony T. McMillan
Notary Public



Tony T. McMillan
MY COMMISSION # GC517110 EXPIRES
January 9, 2000
BONDED THROUGH FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **VOLUSIA FARM CORP.**, which is contained in the foregoing Articles of Incorporation.

DATED this 19th day of MARCH, 1997.

Hal Spence
Hal Spence, Registered Agent

FILED
97 MAR 20 AM 11:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA