



ARTICLES OF INCORPORATION  
OF

The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

TALLAHASSEE, FLORIDA  
97 APR -7 AM 9:00  
FILED

4-10-97  
FIRST  
IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is 545 HARVESTING INC.

SECOND  
PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD  
PRINCIPAL OFFICE

The principal office of the Corporation is 334 WEST F ST., FROSTPROOF, FL 33843.  
The mailing address of the principal office is 334 WEST F ST., FROSTPROOF, FL, 33843

FOURTH  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 334 WEST F ST FROSTPROOF FL 33843. The name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is JAMES B. SCARBOROUGH II, 334 WEST F ST, FROSTPROOF, FL 33843.

FIFTH  
PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

SIXTH  
SHARES

The total authorized capital stock of the Corporation is 1000 shares having a Par Value of \$10.00. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SEVENTH  
INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

JAMES B. SCARBOROUGH II  
P.O. Box 141 FROSTPROOF FL 33843  
RONALD R. SHIVER  
P.O. Box 294 Ft. MEADE FL 33841

EIGHTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Articles of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

RONALD R. SHIVER  
4225 HWY 98E  
Ft. MEADE FL 33841

JAMES B. SCARBOROUGH II  
334 WEST F ST.  
FROSTPROOF FL 33843

NINTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be APRIL 10 \_\_, 1997.

In Witness Whereof, the undersigned Incorporator has caused this Articles of Incorporation to be executed as of April 2 \_\_, 1997.

Jesse B. Sully II  
Incorporator

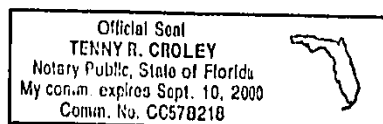
STATE OF FLORIDA     )  
COUNTY OF POLK     )

The forgoing Articles of Incorporation were acknowledged before me, this 2nd day of April, 1997.

Personally Known to Me.

Tenny R. Croley  
NOTARY PUBLIC State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, JAMES B SCARBOROUGH II,  
being appointed in the following Articles of Incorporation  
as the Registered Agent for S+S HARVESTING INC.,  
accepts the appointment as registered agent for said  
corporation this 2 day of APRIL, 1997.

4-2-97  
Date

James B. Scarborough II

FILED  
97 APR -7 AM 9:00  
TALLAHASSEE, FLORIDA