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ARTICLES OF INCORPORATION

-of-

GATOR TOMATOES, INC.

FILED  
97 APR 15 AM 8:39  
SECRET  
TALLAHASSEE STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is GATOR TOMATOES, INC.

ARTICLE II - Duration

This corporation shall exist in perpetuity.

ARTICLE III - Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1982 Avenue L, Rivera Beach, Florida 33404, and the name of the initial registered agent of this corporation at that address is: Clay Eastman, Jr.

ARTICLE VI - Principal Place of Business

The principal place of business of this corporation shall be:

1982 Avenue L  
Rivera Beach, Florida 33404

Jay M. Gamberg, Esquire  
FBN# 178235  
4000 Hollywood Blvd., #350N  
Hollywood, FL 33021  
(954) 981-4411

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ARTICLE VII - Initial Board of Directors

This corporation shall have 2 Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Clay Eastman, Jr.  
1982 Avenue L  
Riviera Beach, Florida 33403

Robert Eastman  
1982 Avenue L  
Riviera Beach, Florida 33403

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is:

Clay Eastman, Jr., 1982 Avenue L, Riviera Beach, Florida 33403

ARTICLE IX - By-Laws

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

ARTICLE X - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - Amendment

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 14th day of April, 1997.

Clay Eastman Jr.  
CLAY EASTMAN, JR.

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STATE OF FLORIDA  
COUNTY OF BROWARD

Sworn to (or affirmed) and subscribed before me on April 14,  
1997 by Clay Eastman, Jr.



Patricia McNab  
NOTARY PUBLIC  
PATRICIA McNAB  
[Print, type, or stamp commissioned name  
of notary]

[✓ one only]

Personally known

✓ Produced identification

Type of identification

produced FLA Drivers License

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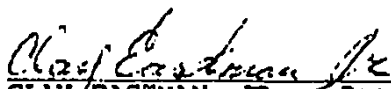
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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is GATOR TOMATOES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Rivera Beach, County of Palm Beach, State of Florida, has named Clay Eastman, Jr., located at 1982 Avenue L, Rivera Beach, County of Palm Beach, State of Florida, as its Registered Agent to accept service of process within this State.

  
CLAY EASTMAN, JR. Resident Agent

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