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AME: ALL FLORIDA BEE FARMS, INC.

AUDIT NUMBER.....H97000006679

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
ALL FLORIDA BEE FARMS, INC.

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TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be All Florida Bee Farms, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on April 24, 1997 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is P. O. Box 4799 Princeton FL 33092.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is L. M. Lounsbury,
24505 SW 147 Ave., Homestead FL 33032.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is L. M. Lounsbury, 24505
SW 147 Ave., Homestead FL 33032.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be
increased or decreased from time to time thereafter according to the bylaws of the corporation but
shall never be less than one. The names and street addresses of the initial directors of this
corporation are:

L. M. Lounsbury
Constance M. Lounsbury
24505 SW 147 Ave.
Homestead FL 33032

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's
debts. The corporation shall have a first lien on the shares of its shareholders and upon the
dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with
not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of
Incorporation this 23 day of April, 1997.

Am Lounsbury
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Am Lounsbury
Registered Agent
Date: 4/23/97

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