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Dr. & Mrs. Frank Prosek
Kamenka Brana Pastures
25505 SW 182 Avenue
Limestead, FL 33031

April 7, 1997

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Secretary of State
ATTN: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of
Indian Creek Citrus, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation to be filed for Indian Creek Citrus, Inc. I have enclosed the original and one copy of the Articles. Also enclosed is a check payable to Secretary of State in the amount of \$122.50 for the filing fee.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Frank Prosek

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97 APR 28 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
INDIAN CREEK CITRUS, INC.

97 APR 28 AM 10:46

STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

INDIAN CREEK CITRUS, INC.

ARTICLE II
NAME OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

2. FURTHER, and not by ways of limitation of the preceding paragraph:

2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery companies, building and loan association, fraternal benefit society, state fair or exposition.

3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell or convey, lease or otherwise dispose of, real and personal property, including franchise, patents, copyrights, trademarks, and license, in the State of Florida, and in all other states or countries.

4. To contract debts and borrow money, issue and sell, or pledge bonds, debentures, and notes, and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments, to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same, or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire, or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal par value of One Dollar (\$1.00) per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

25505 S.W. 182 Avenue
Homestead, FL 33031

The Board of Directors, may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall be exercised by a board of one (1) or more directors initially. The number of directors may be increased or diminished, from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Frank Prosek, President	25505 S.W. 182 Avenue Homestead, FL 33031
Gail Prosek, Secretary/Treas.	25505 S.W. 182 Avenue Homestead, FL 33031


ARTICLE IX
SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation, the number of shares each agrees to take and the value of consideration are:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Frank Prosek, President 25505 S.W. 182 Avenue Homestead, FL 33031		
Gail Prosek, Sec/Treas. 25505 S.W. 182 Avenue Homestead, FL 33031		

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be adopted by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote therein unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

SUBSCRIBERS:



FRANK PROSEK

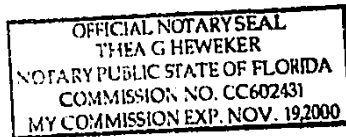
STATE OF FLORIDA)
COUNTY OF DADE)

I CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared FRANK PROSEK to me known to be the person described as subscriber in and who executed the

foregoing Articles of Incorporation, and acknowledged before me
that he subscribed the same.

WITNESS my hand and seal, in the County of Dade, State of
Florida, on this 1st day of April, 1997.

Thea H. Heweker
NOTARY PUBLIC
My commission expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that INDIAN CREEK CITRUS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named GAIL PROSEK at 25505 S.W. 182 Avenue, Homestead, Dade County, Florida, 33031, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, with the provisions of said Act to keeping open said office.



GAIL PROSEK, Registered Agent

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97 APR 28 AM 10:46
STATE
TALLAHASSEE, FLORIDA