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FILED
97 MAY 16 PM 1:17

RECEIVED
TALLAHASSEE, FLORIDA

May 12, 1997

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002181451--1
-05/16/97--01072--014
*****70.00 *****70.00

Re: CALYX FARMS INC.

100002181451--1
-05/16/97--01072--015
*****52.50 *****52.50

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Calyx Farms Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copies.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Timothy Ernst

111 Jean Street, Tavares, FL 32778

PK
5/20/97

ARTICLES OF INCORPORATION
OF
CALYX FARMS INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Calyx Farms Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 111 Jean Street, Tavares, FL 32778.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 111 Jean Street, Tavares, Florida 32778, and the name of the Corporation's initial registered agent for service of process at such address is Timothy Ernst.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Timothy Ernst, 111 Jean Street, Tavares, FL 32778.

IN WITNESS WHEREOF, I have hereunto set my hand this 12 day of
may, 1997.


Timothy Ernst
111 Jean Street, Tavares, FL 32778

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Calyx Farms Inc.
2. The name of the registered agent and office is:

Timothy Ernst
111 Jean Street, Tavares, Florida 32778

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.

SIGNATURE



DATE

5/12/97