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JACKSON & BARKETT

ATTORNEYS AT LAW

2165 15TH AVENUE

VERO BEACH, FLORIDA 32980

ROBERT JACKSON, P.A.  
ERIC C. BARKETT

\*BOARD CERTIFIED IN WILLS  
TRUSTS AND ESTATES  
\*BOARD CERTIFIED IN REAL ESTATE LAW

TELEPHONE (561) 567-4355  
FAX (561) 567-5097

May 21, 1997

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32314

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-05/23/97--01092--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SIMPLY FLORIDA, INC.

Gentlemen:

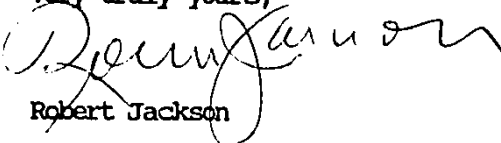
I am enclosing herewith an original and one (1) copy of the Articles of Incorporation for the above-named corporation. In addition, our firm check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy of the same to me.

Your prompt attention to this matter will be appreciated.

Very truly yours,

  
Robert Jackson

RJ:jmp  
Enclosures  
cc: Mr. Robert J. Lindsey, Jr.

FILED  
97 MAY 23 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**JACKSON & BARKETT**

ATTORNEYS AT LAW

2165 15TH AVENUE

VERO BEACH, FLORIDA 32960

ROBERT JACKSON, P.A.\*

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TRUSTS AND ESTATES

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TELEPHONE (561) 567-4355

FAX (561) 567-5097

May 8, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Ladies and Gentlemen:

Enclosed please find our firm's check in the amount of <sup>35.00</sup>~~\$20.00~~ for  
the reservation of the following name:

SIMPLY FLORIDA, INC.

Your confirmation of the above name reservation will be  
appreciated.

Very truly yours,

*Robert Jackson*

Robert Jackson

RJ:jmp  
Enclosure

cc: Mr. Robert J. Lindsey, Jr.

*The name reservation was  
resent with proper fees on  
5-19-97*

FILED

97 MAY 23 AM 8:47

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SIMPLY FLORIDA, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of this corporation is: SIMPLY FLORIDA, INC.

2. DURATION. The period of its duration is: Perpetual.

3. PURPOSE. The Corporation is being organized to market and handle and deal in citrus and other agricultural products permitted under the Florida General Corporation Act and the Laws of the United States.

4. CAPITAL STOCK. The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. INITIAL REGISTERED OFFICE AND AGENT. The name of the initial registered agent and the address of this Corporation are as follows:

Robert J. Lindsey, Jr.  
15675 Orange Avenue  
Ft. Pierce, FL 34945

6. The Principal Office of the corporation is as follows:

15675 Orange Avenue  
Ft. Pierce, FL 34945

7. INITIAL BOARD OF DIRECTORS. This Corporation shall have one (3) directors initially. The number of directors shall be provided for in the By-Laws of the corporation and may be increased or decreased from time to time by amendment of the By-Laws. The name and address of the initial directors of this Corporation are:

Robert J. Lindsey, Jr.  
15675 Orange Avenue  
Ft. Pierce, Florida 34945

Robert J. Lindsey  
6585 - 12th Street  
Vero Beach, FL 32960

Lynn B. Lindsey  
6585 - 12th Street  
Vero Beach, FL 32960

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

Robert J. Lindsey, Jr.  
15675 Orange Avenue  
Ft. Pierce, Florida 34945

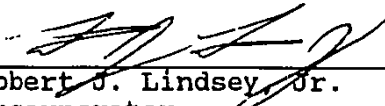
9. AMENDMENT OF ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservations.

10. PRE-EMPTIVE RIGHTS. Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the

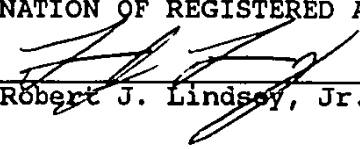
treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting said shareholder to exercise said shareholders pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of

May, 1997.

  
Robert J. Lindsey, Jr.  
Incorporator

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT.

  
Robert J. Lindsey, Jr.

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared Robert J. Lindsey, individually and as incorporator and regis-

FILED  
97 MAY 23 AM 8:47  
TALLAHASSEE, FLORIDA

tered agent, to me known to be the person who executed the foregoing Articles of Incorporation, OR who provided Florida  
driver's license as identification and he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 21<sup>st</sup> day of May, 19 97.



JEANNE M. PRIORE  
My Commission CC557269  
Expires May. 24, 2000

Jeanne M. Priore  
Notary Public, State of Florida  
At Large. My Commission Expires:

(NOTARY SEAL)