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June 25, 1997

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

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-06/27/97--01078--009

\*\*\*\*122.50 \*\*\*\*122.50

RE: Incorporation of Florida Beverage & Tropics, Inc.

Dear Sir or Madam:

Enclosed is an original and copy of the Articles of Incorporation for Florida Beverage & Tropics, Inc., and our check in the amount of \$122.50. Please return a certified copy of the document to our office.

Thank you for your attention to this matter.

Sincerely,

GREENFELDER, MANDER, HANSON,  
MURPHY & DWYER



Daniel L. Dwyer

DLD/dp

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 27 PM 12:01

14P  
6-30-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 27 PM 12:01

ARTICLES OF INCORPORATION  
OF  
FLORIDA BEVERAGE & TROPICS, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is FLORIDA BEVERAGE & TROPICS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of developing packaging and marketing concepts for citrus products or in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred thousand (500,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporations" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of cash of any new stock of this corporation, shall have the right to purchase his 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.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal office of the corporation is 1627 Gary Road, Lakeland, Florida 33801, The street address of the initial registered office of this corporation is 1627 Gary Road, Lakeland, Florida 33801. The name of the initial registered agent of this corporation is Marc W. Malone, at P.O. Box 1016, Lakeland, Florida 33802-1016.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation initially shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than two (2) directors.

The name and address of the initial Board of Directors of the corporation are:

Marc W. Malone  
P.O. Box 1016  
Lakeland, Florida 33802-1016

Wayne C. Malone  
P.O. Box 91  
Dade City, Florida 33526

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

Marc W. Malone  
P.O. Box 1016  
Lakeland, Florida 33802-1016

Wayne C. Malone  
P.O. Box 91  
Dade City, Florida 33526

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of directors and the officers of this corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected and have qualified, are as follows:

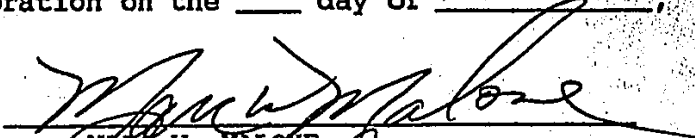
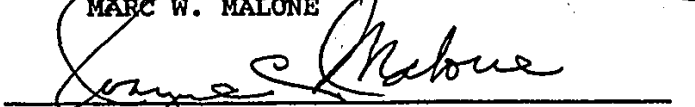
<u>NAME</u>	<u>ADDRESS</u>
Marc W. Malone President/Director	P.O. Box 1016 Lakeland, FL 33802-1016
Wayne C. Malone Treasurer	P.O. Box 91 Dade City, Florida 33526

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if

shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the \_\_\_\_ day of \_\_\_\_\_, 1997.

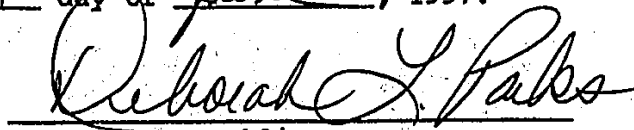
  
\_\_\_\_\_  
MARC W. MALONE  
  
\_\_\_\_\_  
WAYNE C. MALONE

STATE OF FLORIDA

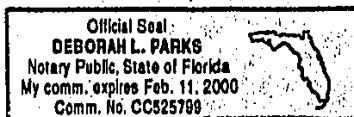
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Marc W. Malone, who is personally known to me, or produced as identification Florida Driver's Licenses, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation under oath.

IN WITNESS WHEREOF I have set my hand and seal in the State and County above this 24th day of June, 1997.

  
\_\_\_\_\_  
Notary Public

My commission expires:



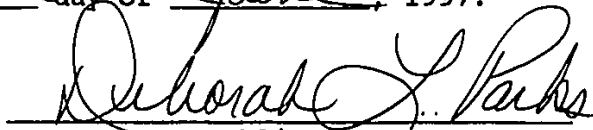
STATE OF FLORIDA

COUNTY OF

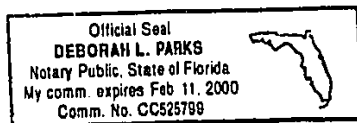
PASCO

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Wayne C. Malone, who is personally known to me, or produced as identification Florida Driver's Licenses, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation under oath.

IN WITNESS WHEREOF I have set my hand and seal in the State and County above this 24th day of June, 1997.

  
Notary Public

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

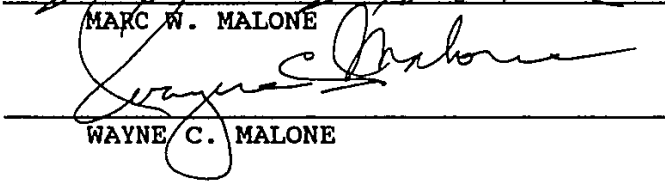
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That FLORIDA BEVERAGE & TROPICS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1627 Gary Road, Lakeland, Florida 33801, has named MARC W. MALONE, whose address is P.O. Box 1016, Lakeland, Florida 33802-1016, as its agent to accept service of process within Florida.

DATED: 6-24-97, 1997.

SIGNED: 

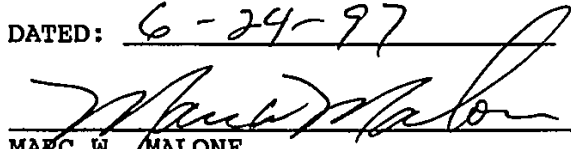
MARC W. MALONE

  
WAYNE C. MALONE

**ACCEPTANCE**

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 6-24-97

  
MARC W. MALONE  
Registered Agent

97 JUN 27 PM 12:01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS