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LINES, HINSON AND LINES

LAWYERS

121 NORTH MADISON STREET

POST OFFICE BOX 550

QUINCY, FLORIDA 32353-0550

17 July 1997

WILLIAM D. LINES (1914-1992)
ALEXANDER L. HINSON
BLUCHER B. LINES

TELEPHONE (904) 875-1300
TELECOPIER (904) 875-1350

Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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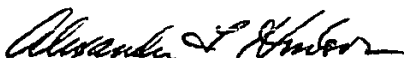
RE: Suber Family Farm, Inc.

Dear Ms. Mortham:

Enclosed please find for filing the Articles of Incorporation for the referenced corporation together with the Designation of Registered Agent. Also enclosed is our firm's check in the amount of \$122.50 for the filing fee, certified copy and Registered Agent Designation.

Thanking you for your assistance in this matter, I am,

Sincerely,


Alexander L. Hinson
Lines, Hinson and Lines

ALH:kc

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUBER FAMILY FARM, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I.

The name of the corporation shall be SUBER FAMILY FARM, INC.

ARTICLE II.

The general character or nature of the business and the obligations and purposes to be transacted, promoted and carried on are to do any and all the things herein mentioned, as freely and to the same extent as natural persons might or could do, and in any part of the world, to-wit:

(a) To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use, operate, develop and manage real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

(c) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipping, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, 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.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

(k) The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III.

The capital stock of this corporation shall be ONE THOUSAND (1,000) shares of common stock with a par value of One (\$1.00) Dollar per share. All of said stock shall be paid for in cash, property, labor or services at a just valuation to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV.

The amount of capital with which the corporation shall begin business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI.

The principal office of the corporation is to be located at 13 N. Madison Street, Quincy, Gadsden County, Florida 32351, with the privilege of having branch offices at other addresses and places within or without the State of Florida.

ARTICLE VII.

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one (1).

ARTICLE VIII.

The names and addresses of the first Board of Directors, who, unless otherwise provided by the Articles of Incorporation or the by-laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and

having qualified, shall be as follows:

J. Byron Suber

P. O. Box 37
Gretna, FL 32332

Iris Isabel Suber

4008 Montessori Drive
Pensacola, FL 32504

ARTICLE IX.

The names and addresses of each person signing the Articles of Incorporation as a subscriber are:

J. Byron Suber

P. O. Box 37
Gretna, FL 32332

Iris Isabel Suber

4008 Montessori Drive
Pensacola, FL 32504

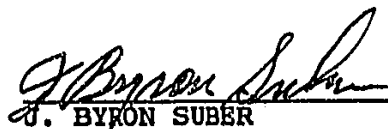
ARTICLE X.

Each share of common stock shall entitle the holder thereof to one (1) vote.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved 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 thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the 17th day of July, A.D. 1997.

 (SEAL)
J. BYRON SUBER

 (SEAL)
IRIS ISABEL SUBER

FL D/L 5/60 40937669

STATE OF FLORIDA
COUNTY OF GADSDEN

I HEREBY CERTIFY that on this 17th day of July, A.D. 1997, came and personally appeared before me, the undersigned authority, J. BYRON SUBER, to me well known and known to me to be one of the individuals described in and who acknowledged before me, after being first duly sworn, that he executed the foregoing Articles of Incorporation, as his free and voluntary act and deed, and acknowledged before me that he executed the same for the uses and purposes therein set forth and expressed.

WITNESS my hand and seal this the 17th day of July, A.D. 1997.

Karen K. Clark
(signature)

KAREN K. CLARK
(Name typed or printed)

Notary Public

My Commission Expires: 11/16/01



Karen K Clark
My Commission CC609265
Expires January 16, 2001

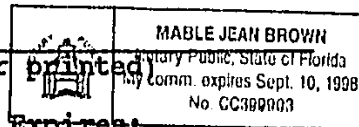
STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this 14 day of July, A.D. 1997, came and personally appeared before me, the undersigned authority, IRIS ISABEL SUBER, to me well known and known to me to be one of the individuals described in and who acknowledged before me, after being first duly sworn, that she executed the foregoing Articles of Incorporation, as her free and voluntary act and deed, and acknowledged before me that she executed the same for the uses and purposes therein set forth and expressed.

WITNESS my hand and seal this the 14 day of July, A.D. 1997.

Mable Jean Brown
(signature)

(Name typed or printed)
Notary Public
My Commission Expires:



FILED

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 SUBER FAMILY FARM, INC.
2. The name and address of the registered agent and office is:

Alexander L. Hinson
121 N. Madison Street
Quincy, Florida 32351

Dated this 17th day of July, A.D. 1997.

J. Byron Suber (SEAL)
J. BYRON SUBER

Iris Isabel Suber (SEAL)
IRIS ISABEL SUBER

Subscribers

ACKNOWLEDGMENT:

Having been named as Registered Agent 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.

Alexander L. Hinson
ALEXANDER L. HINSON
Registered Agent

Date: 7/17/97