

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Sun Splash
Growers, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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97 JUL 24 AM 10:05
DIVISION OF CORPORATIONS

Signature _____

Requested by: CS 7/24 9:30

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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7-24-97

ARTICLES OF INCORPORATION

OF

SUN SPLASH GROWERS, INC.

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THE UNDERSIGNED, for the purpose of becoming a corporation under Chapter 607, Florida Statutes (Florida Business Corporation Act), hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is SUN SPLASH GROWERS, INC..

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Chapter 607.167, Florida Statutes, said corporate existence shall commence upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Stock."

Two Hundred Fifty (250) shares shall be issued to JULIUS LOUIS YAMBOR and Two Hundred Fifty (250) shares shall be issued to FORREST D. SMITH.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - RIGHT OF FIRST REFUSAL

In the event that JULIUS LOUIS YAMBOR desires to sell or transfer any or all of the shares of stock in this corporation owned by him, FORREST D. SMITH shall have the right of first refusal to purchase same. In the event that FORREST D. SMITH desires to sell or transfer any or all of the shares

of stock in this corporation owned by him, JULIUS LOUIS YAMBOR shall have the right of first refusal to purchase same.

ARTICLE VIII - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the principal office of the corporation is 617 Ingham Road, New Smyrna Beach, Florida, 32168.

The street address of the initial registered office of this corporation is 417 Canal Street, New Smyrna Beach, Florida, 32168, and the name of the initial registered agent of this corporation at that address is JEFFERSON W. CLARK, JR.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JULIUS LOUIS YAMBOR	617 Ingham Road New Smyrna Beach, FL 32168

ARTICLE X - OFFICERS

The following are the officers of the corporation, who shall oversee the daily operation of the corporation; and their addresses are:

JULIUS LOUIS YAMBOR	617 Ingham Road New Smyrna Beach, FL 32168	President, Secretary and Treasurer
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ARTICLE XI - INCORPORATORS

The names and post office addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JULIUS LOUIS YAMBOR	617 Ingham Road New Smyrna Beach, FL 32168
FORREST D. SMITH	725 Ingham Road New Smyrna Beach, FL 32168

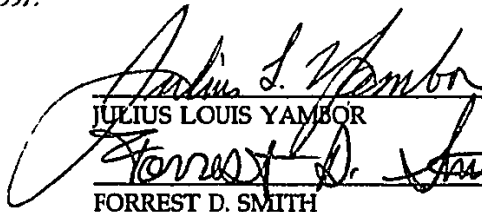
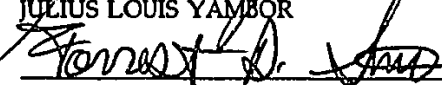
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23 day of July, 1997.

 (SEAL)
JULIUS LOUIS YAMBOR
 (SEAL)
FORREST D. SMITH

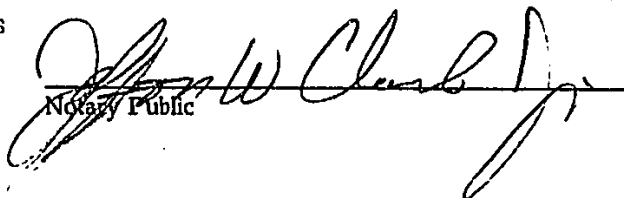
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, personally appeared, JULIUS LOUIS YAMBOR, personally known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of July, 1997.



Jefferson W. Clark, Jr.
MY COMMISSION # CC811463 EXPIRES
January 19, 2001
BONDED THRU TROY FAH INSURANCE, INC.


Notary Public

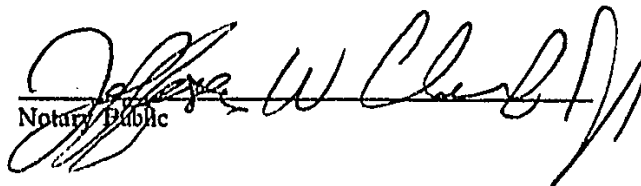
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, personally appeared, FORREST D. SMITH, personally known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of July, 1997.



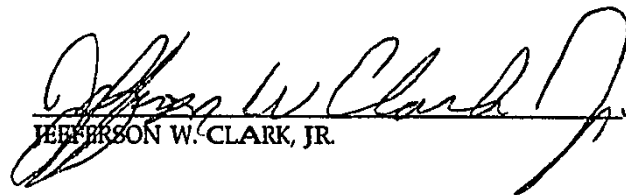
Jefferson W. Clark, Jr.
MY COMMISSION # CC811463 EXPIRES
January 19, 2001
BONDED THRU TROY FAH INSURANCE, INC.


Notary Public

ACCEPTANCE AS RESIDENT AGENT

I HEREBY CERTIFY that I am a permanent resident of New Smyrna Beach, Volusia County, Florida, and that my office and place of business is 417 Canal Street, New Smyrna Beach, Florida, 32168. I hereby accept the foregoing designation as Resident Agent of SUN SPLASH GROWERS, INC.

Executed this 23 day of July, 1997.


JEFFERSON W. CLARK, JR.

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