



HAMILTON &
COMPANY, CHARTERED

Certified Public
Accountants

Members
FICPA AICPA

P.O. Box 6370
Vero Beach, FL 32961-6370
Phone (561) 569-4200
FAX (561) 778-5215
655 21st Street, Suite 200
Vero Beach, FL 32960

S. Thomas Hamilton, Jr., C.P.A.

Joseph L. Hickey, C.P.A.
Pamela P. Young, C.P.A.
Timothy Collins, C.P.A.
Ralph E. Beach, III, C.P.A.

097000065201

July 23, 1997

000002248280-6
-07/25/97-01102-015
*****70.00 *****70.00

Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

Dear Sir/Madam:

The following items are enclosed for your processing:

1. Executed Articles Of Incorporation for R & H Citrus, Inc.
2. Executed Registered Agent Certificate.
3. Check number 502 in the amount of \$70.00 payable to the Secretary Of State.

The mailing address for R & H Citrus, Inc., is P.O. Box 6370; Vero Beach, Florida 32961-6370.
Please issue and forward to R & H Citrus, Inc., the applicable certificate of incorporation.

Sincerely,

S. Thomas Hamilton, Jr.

STHjr:cu

Enclosures

RR# Z 389 371 599

FILED
SECRETARY OF STATE
DIVISION
97 JUL 25 AM 8:52

D. BROWN JUL 29 1997

**ARTICLES OF INCORPORATION
OF**

R & H CITRUS, INC.

Article I - Name

The name of this corporation is R & H CITRUS, INC.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these Articles are filed with the Secretary Of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of nonvoting common stock having a par value of \$1.00 per share and 10,000 shares of voting common stock having a par value of \$1.00 per share.

Article V - Preemptive Rights

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such Stockholder already holds, shall have the right to purchase a 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 25 AM 8:53

Article VI - Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 655 21st Street, Suite 200; Vero Beach, Florida 32960.

The name of the initial Registered Agent of this corporation at that address is **S. THOMAS HAMILTON, JR.**

The principal office of this corporation is 655 21st Street, Suite 200; Vero Beach, Florida 32960.

Article VII Initial Board Of Directors

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

CHARLES T. RANSON
655 21st Street, Suite 200
Vero Beach, Florida 32960

S. THOMAS HAMILTON, JR.
655 21st Street, Suite 200
Vero Beach, Florida 32960

Article VIII - Incorporator

The name and address of the person signing these Articles is: **S. THOMAS HAMILTON, JR.**, 655 21st Street, Suite 200; Vero Beach, Florida 32960.

Article IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board Of Directors and the Stockholders.

Article X - Compensation of Directors

The Stockholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

Article XI - Indemnification

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

Article XXX - Amendment

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 Stockholders is subject to this reservation.

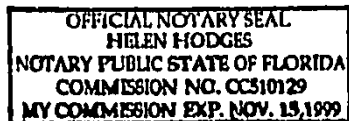
IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles Of Incorporation this 23 day of JULY 1997.



S. THOMAS HAMILTON, JR.
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of July, 1997, by S. THOMAS HAMILTON, JR., who is personally known to me and who did take an oath.




Notary Public (SEAL)
Helen Hodges

REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its Registered Agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: **S. THOMAS HAMILTON, JR.**

PRINCIPAL STREET ADDRESS 655 21st Street, Suite 200
OF CORPORATION: Vero Beach, Florida 32960

R & H CITRUS, INC.

By 
S. THOMAS HAMILTON, JR.
President

The undersigned, having been appointed as Registered Agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.


S. THOMAS HAMILTON, JR.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 25 AM 8:53