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**KAY, PANZL & LATHAM, LLP**

ATTORNEYS AT LAW

390 NORTH ORANGE AVENUE, SUITE 600  
ORLANDO, FLORIDA 32801  
TELEPHONE: (407) 481-5800  
FACSIMILE: (407) 481-5801

Peter G. Latham

POST OFFICE BOX 3353  
ORLANDO, FLORIDA 32802

September 5, 1997

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

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-09/08/97--01018--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Florida's Natural Growers, Inc.

Dear Sir/Madam:

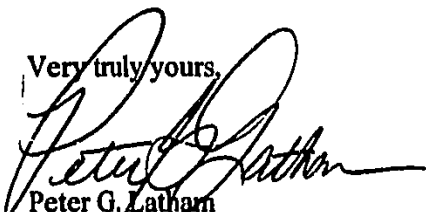
Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

  
Peter G. Latham

PGL/EJW/msj  
Enclosures

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SEP - 8 AM 7:45

FILED

TM-9/10/97

**Articles of Incorporation  
of  
FLORIDA'S NATURAL GROWERS, INC.**

FILED  
97 SEP -8 AM 7:45  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be **FLORIDA'S NATURAL GROWERS, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

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

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is KP&L Services, Inc.

#### **ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Peter G. Latham	390 N. Orange Avenue Suite 600 Orlando, FL 32801

#### **ARTICLE VII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

#### **ARTICLE VIII - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 650 U.S. Hwy 27 N., Lake Wales, Florida 33853.

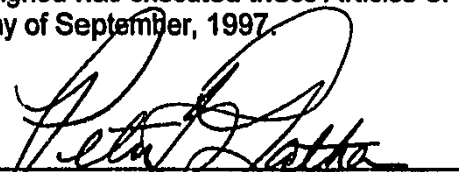
#### **ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 4th day of September, 1997.

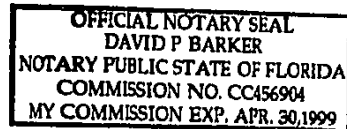
  
PETER G. LATHAM, Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 4th day of September, 1997, by **PETER G. LATHAM**, as incorporator, who is personally known to me.

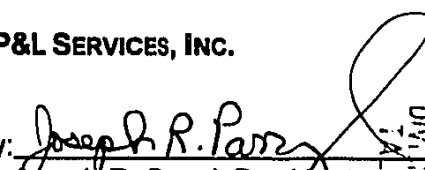
  
\_\_\_\_\_  
NOTARY PUBLIC



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, **KP&L SERVICES, INC.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

**KP&L SERVICES, INC.**

By:   
\_\_\_\_\_  
Joseph R. Panzl, President

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED