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SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

(FORMERLY SHEPPARD & WOOLSLAIR)
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400

FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
JOHN K. WOOLSLAIR (1908-1968)

JOHN WOOLSLAIR SHEPPARD
OF COUNSEL

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3965

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

October 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

600002316246--8
-10/09/97--01079--011
****122.50 ****122.50

Re: JOHNSON POTATOES, INC.

Dear Sirs:

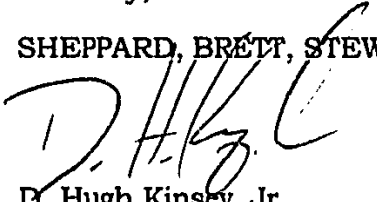
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

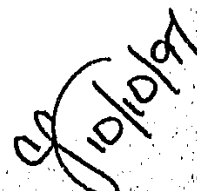
Sincerely,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.


D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
KS-4239

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 AM 10:28



ARTICLES OF INCORPORATION
OF
JOHNSON POTATOES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 AM 10:28

THE UNDERSIGNED, JAMES ROBERT JOHNSON, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is JOHNSON POTATOES, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 309 sharwood Drive, Naples, Florida 34110, and the name of the initial registered agent of this Corporation at that address is: JAMES ROBERT JOHNSON.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JAMES ROBERT JOHNSON	President	309 Sharwood Drive Naples, Florida 34110
LEROY FRANK JOHNSON, JR.	Secretary/ Treasurer	125 Westwood Drive Naples, Florida 34110
LEROY FRANK JOHNSON	Vice President	9169 The Lane Naples, Florida 34109

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

JAMES ROBERT JOHNSON

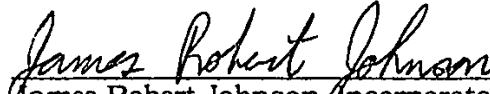
ADDRESS

309 Sharwood Drive
Naples, Florida 34110

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 7th day of October, 1997.


James Robert Johnson, Incorporator

STATE OF FLORIDA

COUNTY OF Lee

THE FOREGOING INSTRUMENT was acknowledged before me this 7th day of October, 1997, by JAMES ROBERT JOHNSON, () who is personally known to me or ☒ who produced Florida Driver Licence as identification.



Notary Public

Printed Name of Notary: D. HUGH KINSEY, JR.

(SEAL)

Comm. Exp. Date:

Comm. Number:



D Hugh Kinsey Jr
My Commission CC816507
Expires March 19, 2001

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT JOHNSON POTATOES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF Naples, COUNTY OF Collier, STATE OF
Florida, HAS NAMED JAMES ROBERT JOHNSON, LOCATED AT 309 Sharwood
Drive, Naple, (Street Address and Number of Building -- Post Office Box Addresses Are
Not Acceptable), Naples, COUNTY, Florida, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

JOHNSON POTATOES, INC.

Signature:

James Robert Johnson
(Corporate Officer)

Title:

President

Date:

Oct. 7, 1997

FILED
SECRETARY OF STATE
CORPORATIONS
97 OCT -9 AM 10:28

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature:

James Robert Johnson
Resident Agent

Date:

Oct. 7, 1997