

P970000 94377



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 588304 113642A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 4, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 588304-005

CUSTOMER NO: 113642A

400002337334--9  
-11/04/97 - 01033--012  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Bruce R. Abernethy, Jr., Esq  
BRUCE R. ABERNETHY, JR., P.A.

Suite 6  
900 Virginia Avenue  
Ft. Pierce, FL 34982

DOMESTIC FILING

NAME: PASSION FARMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
97 NOV - 4 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 NOV - 4 AM 10:30  
DIVISION OF CORPORATION

SN NOV - 4 1997

6

ARTICLES OF INCORPORATION  
OF  
PASSION FARMS, INC.

**FILED**  
97 NOV -4 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PASSION FARMS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue One Thousand (1,000) shares of common stock.

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered agent and the principal office of this corporation is 1706 Surfside Drive, Hutchinson Island, FL 34949, and the name of the initial registered agent of this corporation at that address is Diana E. Wesloski. The mailing address of the Corporation is 1706 Surfside Drive, Hutchinson Island, FL 34949.

**ARTICLE VI - BOARD OF DIRECTORS**

The corporation shall have two (2) 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 two (2). The names and addresses of the initial directors of this corporation are:

Diana E. Wesloski	1706 Surfside Drive Hutchinson Island, FL 34949
Alethea L. Bullard	3342 S. W. Hosannah Lane Okeechobee, FL 34974

**ARTICLE VII - INCORPORATORS**

The name and mailing addresses of the persons signing these Articles of Incorporation are:

Diana E. Wesloski	1706 Surfside Drive Hutchinson Island, FL 34949
Alethea L. Bullard	3342 S.W. Hosannah Lane Okeechobee, FL 34974

**ARTICLE VIII - OFFICERS**

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Diana E. Wesloski	President
Alethea L. Bullard	Vice President/Secretary

**ARTICLE IX - 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 shareholders is subject to this reservation.

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3 day of Nov, 1997.

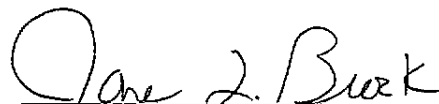
  
\_\_\_\_\_  
DIANA E. WESLOSKI

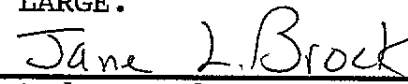
  
\_\_\_\_\_  
ALETHEA L. BULLARD

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DIANA E. WESLOSKI, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3<sup>rd</sup> day of November, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE.

  
\_\_\_\_\_  
Printed, Typed, or Stamped Name of  
Notary)



JANE L. BROCK  
MY COMMISSION # CC434168 EXPIRES  
February 12, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ALETHEA L. BULLARD, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31<sup>st</sup> day of November, 1997.

Jane L. Brock  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE.

Jane L. Brock  
Printed, Typed, or Stamped Name of  
Notary)

NOTARY STAMP:



JANE L. BROCK  
MY COMMISSION # CC434168 EXPIRES  
February 12, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In accordance with the provisions of Chapter 48.091, Florida Statutes, PASSION FARMS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named DIANA E. WESLOSKI, whose address is 1706 Surfside Drive, Hutchinson Island, FL 34949 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: \_\_\_\_\_

11/3/97

Diana E. Wesloski  
DIANA E. WESLOSKI

FILED  
97-11-4 AM 11:44  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA