

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Herbert Family Holding Co, Inc.
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SPECIAL INSTRUCTIONS

K. Rolfe

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ARTICLES OF INCORPORATION
OF
HERBERT FAMILY HOLDING CO., INC.

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ARTICLE I

The name of this Corporation shall be Herbert Family Holding Co., Inc. The mailing address of the Corporation shall be 4300 Steward Road, Lakeland, Florida 33801.

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation, and the objects or purposes to be transacted, promoted, or carried on, are:

a. To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

b. To manufacture, build, erect, alter, and repair all kinds of buildings, structures, articles and property, and buy, sell, own, hold and deal in personal property of all kinds, including document forms and supplies.

c. To act as broker, factor or agent of persons, firms, co-partnerships or corporations in the negotiation of sale of property, both real and personal, for commission or compensation.

d. To both lend and borrow money, either with or without security.

e. To manufacture, buy, sell, deal in, export and import every kind or description of material, merchandise, products or other property and to act as the purchasing and selling agents therefor.

f. To acquire the good will of any person, firm, business or corporation, and their rights, properties, patents, grants, concessions, trade-marks, trade-names, distinctive marks, processes and patents and other property rights; to hold, use operate under and sell the same, and to grant licenses for the use of the same.

g. To establish, buy, sell, conduct, hire, lease or maintain warehouses, cold storage plants, and packing houses of every description.

h. To manufacture, buy, sell, conduct, hire, lease or maintain warehouses, cold storage plants, and packing houses of every description.

i. To manufacture, buy, sell, import, hire and lease and generally deal in machinery, materials, implements and conveyances suitable for use in connection with the produce business or otherwise.

j. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired, or any other lawful objects.

k. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this state or any other

state or government and while the owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

l. To purchase, hold, sell and transfer shares of its own capital stock; providing that this corporation shall not purchase its own shares of capital stock, except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

m. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state and any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

n. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or in connection with any person, firm, association or corporation.

o. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation, and in addition to the specific powers herein enumerated, have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation.

ARTICLE III

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any time shall be 100 shares of common stock of the par value of \$100.00 per share upon which there shall be no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases or any other valuable right or thing, for the uses and purposes of the Corporation, and all shares of capital, when issued in exchange therefor, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be nonassessable forever and the judgment of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV

Restriction on Transfer of Shares. Any transfer of stock in the Corporation that shall have the effect of terminating or jeopardizing the status of the Corporation as an "S Corporation," as defined in Section 1361 of the Internal Revenue Code of 1986, or any successor legislation of similar import, shall be void ab initio.

ARTICLE V

This Corporation shall have a perpetual existence unless sooner dissolved by law.

ARTICLE VI

The initial registered office of this Corporation shall be at 4300 Steward Road, Lakeland, Florida 33801, and the name of its initial registered agent is Charles O. Herbert,

whose address is 4300 Steward Road, Lakeland, Florida 33801. The Board of Directors may from time to time move the registered office to any other address and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE VII

The business of this Corporation shall be conducted by a president, vice president, secretary and treasurer, and by a Board of Directors consisting of not less than two members, to be determined by the By-Laws. Any officer may be a director and hold more than one office.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and functions of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

ARTICLE VIII

The names and addresses of the first Board of Directors are as follows:

<u>Name:</u>	<u>Address:</u>
Charles O. Herbert	4300 Steward Road, Lakeland, FL 33801

ARTICLE IX

The names and addresses of the subscribers to the Articles of Incorporation and a statement of the number of shares of such stock which each agrees to take are as follows:

<u>Name:</u>	<u>Address:</u>	<u>Shares:</u>
Charles O. Herbert	4300 Steward Road Lakeland, FL 33801	100

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation, or who is so interested may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

The undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without

the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 607, F.S.A., and the Acts amendatory thereto and supplemental thereof, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and does agree to take the number of shares set opposite his name and accordingly has hereunto set his hand and seal this 15th day of December, 1997.

Charles O. Herbert
Charles O. Herbert

STATE OF FLORIDA
COUNTY OF ~~POEK~~ Hillsborough

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by Charles O. Herbert, who is personally known to me ~~or who has produced a Florida driver license as identification~~, and I having first made known to him the contents of these Articles of Incorporation, he acknowledged that he signed, sealed and delivered said Articles of Incorporation as his voluntary act and deed, and that the facts contained herein are truly set forth.



Rebecca C. Buchanan
Notary Public
State of Florida at Large
My commission expires: March 17, 2001

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That HERBERT FAMILY HOLDING CO., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named Charles O. Herbert located at 4300 Steward Road, City of Lakeland, County of Polk, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT

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