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STUART W. UMBARGER, P.A.
ATTORNEY AT LAW
3248 LITHIA PINECREST ROAD
SUITE 104
ROYAL OAKS OF BLOOMINGDALE
VALRICO, FLORIDA 33594

SUPREME COURT CERTIFIED
FAMILY LAW MEDIATOR

TELEPHONE
(813) 685-4852
FACSIMILE
(813) 685-7679

January 12, 1998

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

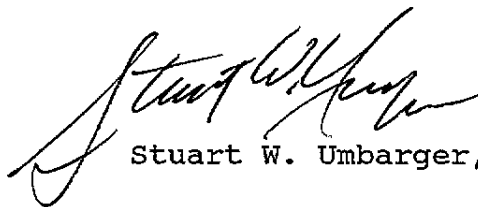
Re: Incorporation of Maeder Growers, Inc.

To Whom It May Concern:

I am attaching hereto the executed Articles Of Incorporation Of Maeder Growers, Inc. along with my client's check made payable to Sandra Mortham, Secretary of State, in the amount of \$70.00 for the cost of filing.

If you have any questions, please do not hesitate to contact me at your convenience at your convenience.

Very truly yours,



Stuart W. Umbarger, Esq.

Pat. - _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/A Acceptance
DATE 1-16-98
DOC. EXAM. mm

SWU/pw

FILED
98 JAN 16 PM 5:01
DIVISION OF CORP. STATISTICS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAEDER GROWERS, INC.

FILED
98 JAN 16 PM 5:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

1.01 The name of the corporation is Maeder Growers, Inc.

ARTICLE II

Nature of Business

2.01 The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

Capital Stock

3.01 The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is Five Hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. Said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV

Corporate Existence

4.01 Commencement - The date when corporate existence shall commence shall be upon filing.

4.02 Duration - This corporation shall exist perpetually until dissolved according to law.

ARTICLE V

Principal Office

5.01 Principal Office - The post office address of the principal office of this corporation in the State of Florida is 3729 Powerline Road, Lithia, Florida 33547.

ARTICLE VI

Number of Directors

6.01 The number of directors of this corporation shall be not less than one (1). The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

Name and Address of Board of Directors

7.01 Designation - The name, post office addresses and street addresses of the first board of directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Joseph D. Maeder	3729 Powerline Road Lithia, FL 33547	President/ Treasurer

ARTICLE VIII

Incorporator

8.01 . . . The name and address of the incorporator to these Articles of Incorporation is:

Joseph D. Maeder
3729 Powerline Road
Lithia, FL 33547

ARTICLE IX

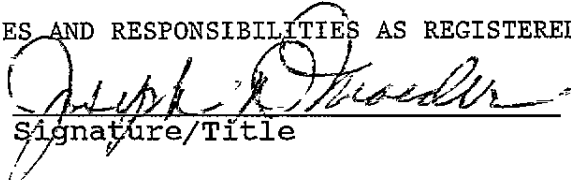
Initial Registered Agent and Address

The name and address of the initial registered agent is:

Joseph D. Maeder
3729 Powerline Road
Lithia, FL 33547

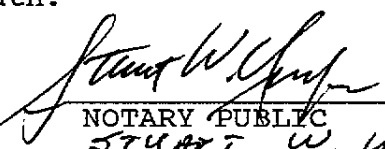
The undersigned has executed these Articles of Incorporation this 31 day of December, 1997.

I HEREBY AM FAMILIAR WITH, AND ACCEPT DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT.


Signature/Title

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by Joseph D. Maeder, who is personally known to me and who did not take an oath.


NOTARY PUBLIC

STUART W. UMBARGER

Printed Name

My Commission Expires:



Stuart W Umbarger

My Commission CC662987

Expires August 17, 2001