

P98000010382

C. Dwight Baker, C.P.A.

80 Royal Palm Boulevard
Suite 202
Vero Beach, Florida 32960

561/562-7990
Fax 561/562-7997

January 20, 1998

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****123.50 ****123.50

Divison of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Florganics Sales, Inc.

Dear Sirs or Madams:

Enclosed is the Articles of Incorporation for FORGANICS SALES, INC. and my check for \$123.50 the fees.

Please address any questions you may have to me.

With kindest regards,

C. Dwight Baker
C. Dwight Baker

Enclosures (2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1/23/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1998

C. DWIGHT BAKER, C.P.A.
80 ROYAL PALM BOULEVARD
SUITE 202
VERO BEACH, FL 32960

SUBJECT: FLORGANICS SALES, INC.
Ref. Number: W98000001660

We have received your document for FLORGANICS SALES, INC. and your check(s) totaling \$123.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00003961

ARTICLES OF INCORPORATION

for — —

FLO-ORGANIC SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name

The name of this corporation is FLO-ORGANIC SALES, INC. hereinafter referred to as the Corporation.

ARTICLE II

Purposes

This Corporation is organized for the following purposes:

- A. To engage in the buying and selling of citrus fruits.
- B. To exercise and any and all powers enumerated in Florida Statutes, Chapter 607, any or lawful business.
- C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or attaining of any of the objects, purposes, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purpose or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

ARTICLE III

Capital Stock

The capital stock of this Corporation shall consist of 1,000 shares at One and no/100 Dollar per share par value common stock. The whole or any part the capital stock of this Corporation shall be payable in lawful money of the United States of American, or property, labor, or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation fixed by the Directors.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV

Restriction on sales and transfers of stock

The shares of stock to be issued by the Corporation shall be subject to the following provision and restrictions, upon sales and transfers thereof:

In the event that a stockholder, by which term is including the executors, heirs, legatees, and the nominee or personal representatives of any stockholder, shall desire to sell, assign, give, or transfer any shares of stock in the Corporation, such stockholder must, by giving written notice if such desire to a majority of the Board of Directors, give the right and privilege for thirty (30) days to purchase the same at a price equal to a bona fide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock owned by a person, firm or corporation, ready, willing, and able to buy such stock at the price so offered to be paid, and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be voided.

ARTICLE V

Corporate existence

The Corporation shall have perpetual existence.

ARTICLE VI

Registered Office, Mailing Address and Registered Agent

The registered office of the Corporation shall be 80 Royal Palm Boulevard, Suite 202, Vero Beach, FL 32960, and the registered agent shall be C. Dwight Baker.

ARTICLE VII

Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of one (1) director, who shall serve until such time as may be established in the Corporate By-Laws for the first annual meeting, or until resignation, whichever shall occur first. The corporate By-Laws shall provide for the number of directors (except the initial Board of Directors), which number shall not exceed seven (7). The name and address of the initial director of this Corporation is:

C. Dwight Baker, 80 Royal Palm Boulevard, Suite 202, Vero Beach, FL 32960.

ARTICLE VIII

Incorporator

The name and address of the person signing these articles is:

C. Dwight Baker, 80 Royal Palm Boulevard, Suite 202, Vero Beach, FL 32960.

ARTICLE IX

Special Charter Provisions

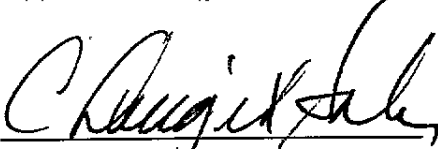
In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- A. Subject to the By-Laws, if any, adopted by the Stockholders to make, amend, or repeal the By-Laws of the Corporation.
- B. The Corporation may at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including good will, and its corporate business, upon such terms and conditions either for cash, for the securities of any other corporation or corporations, and for such corporation at its

Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock for each class issued and outstanding.

- C. No contract or any other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one (1) or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract of the Corporation or a contract in which the Corporation is interested; further, no contract, act, or transaction of the Corporation with any person or persons, firm, corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms, or corporation; and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be anywise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River, Florida, for the uses and purposes herein expressed this 11th day of December 1997.

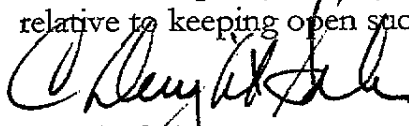

C. Dwight Baker

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Acknowledgement of Registered Agent

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Having been named to accept service of process of the above stated Corporation, at place designated in this certificate, I am familiar with and accept the responsibilities as Registered Agent, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open such offices.



Dwight Baker
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA