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JEFF J. MCKIBBEN
ATTORNEY AT LAW

March 18, 1998

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Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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IN RE: Articles of Incorporation of
 FLORIDA SUN CITRUS MANAGEMENT, INC.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of **FLORIDA SUN CITRUS MANAGEMENT, INC.**, which includes therein the designation of and acceptance by the registered agent. Also enclosed is a check for \$122.50 covering the following:

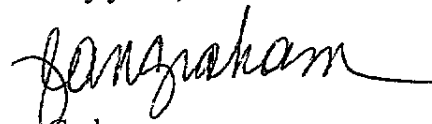
Filing Fee	\$ 35.00
Certified Copy of Articles	\$ 52.50
Designation of registered Agent	\$ 35.00
TOTAL	\$ 122.50

FILED
98 MAR 23 AM 7:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Once the Articles are filed, please send a certified copy to this office at the above address.

Thank you for your assistance in this matter.

Sincerely yours,


Jean Graham
Secretary to Mr. McKibben

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enclosures as stated herein

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**ARTICLES OF INCORPORATION
OF
FLORIDA SUN CITRUS MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **FLORIDA SUN CITRUS MANAGEMENT, INC.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to market and harvest Florida citrus and to manage and caretake citrus groves, as well as any other activity or business legally permissible under the applicable laws of the State of Florida or the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00. Said authorized shares shall be voting shares.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 234 S. 6th Avenue, Wauchula, Florida 33873. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

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

That **FLORIDA SUN CITRUS MANAGEMENT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office in the City of Wauchula, County of Hardee, has named Jeff J McKibben, located at 106 S. 5th Avenue, Suite B, Wauchula, Hardee County, Florida 33873, as its agent to accept service of process within this State and does designate 106 S. 5th Avenue, Suite B, Wauchula, FL 33873 as the registered office.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The name and the street address of the initial director, who shall hold office until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES V. SEE, JR.	707 Oak Forest Wauchula, FL 33873

ARTICLE X - OFFICERS

The officers of the corporation, who shall hold office until their successors are elected by the Board of Directors, shall be:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JAMES V. SEE, JR.	President/ Secretary	707 Oak Forest Wauchula, FL 33873

ARTICLE XI - SUBSCRIBER

The name and the street address of the subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
JAMES V. SEE, JR.	707 Oak Forest Wauchula, FL 33873	1,000	\$1,000.00

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing hereof.

ARTICLE XIII - AMENDMENT

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 it to the stockholders, and approved at a stockholders' meeting by a majority (51%) of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of March, 1998.


JAMES V. SEE, JR.

STATE OF FLORIDA :
COUNTY OF HARDEE :

The foregoing instrument was acknowledged before me this 18th day of March, 1998, by JAMES V. SEE, JR., who is personally known to me.


NOTARY PUBLIC / JEFF J. MCKIBBEN
STATE OF FLORIDA AT LARGE



ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at the 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.


JEFF J. MCKIBBEN
Registered Agent

FILED
98 MAR 23 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA