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April 28, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

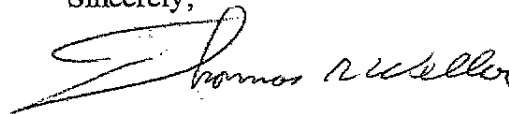
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\*\*\*\*122.50 \*\*\*\*122.50

RE: J.T. Industries, Inc.

To whom it may concern:

Enclosed please find for filing the original Articles of Incorporation for J.T. Industries, Inc., together with the filing fee of \$122.50.

Sincerely,



Thomas R. Weller, Esq.

TRW/bb  
Enclosure

FILED  
98 APR 30 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2. BROOK MAY 1 1998

**ARTICLES OF INCORPORATION**

**OF**

**J.T. INDUSTRIES, INC.**

**FILED**  
98 APR 30 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

**ARTICLES I**

The name of the corporation shall be J.T. INDUSTRIES, INC. hereinafter referred to as the Corporation.

**ARTICLES II**

The duration of this corporation shall be that it exist perpetually.

**ARTICLES III**

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To act as a broker for produce, together with the cultivation, packaging, shipment and sale of produce.

B) To engage in any commercial, industrial and agricultural enterprise calculated or designated to be profitable to this corporation and in conformity with the laws of the State of Florida.

C) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the

Corporation or any other business association in which the Corporation may have an interest as stockholder or other wise.

D) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

E) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

F) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

G) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

H) To purchase, hold, sell and transfer shares of its own Capital Stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

I) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

J) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by and other person, association or corporation.

K) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

L) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the accomplishment of the purposes, or the attainment of the objects set forth in this Certificate of Incorporation or any Amendment thereof.

#### ARTICLES IV

This corporation is authorized to issue 100 shares of common stock at \$1.00 par value.

#### ARTICLE V

The initial registered agent for this corporation is Thomas R. Weller, and the initial registered office is located at 65 N.W. 16th Street, Homestead, Florida 33030.

#### ARTICLE VI

This corporation shall have two directors initially.

Jeffrey Thomas  
220 South Flagler Avenue  
Homestead, Florida 33030

Cynthia G. Thomas  
184 Sunset Avenue  
Palm Beach, Florida 33480

ARTICLE VII

The principal office of the Corporation shall be at 220 South Flagler Avenue, Homestead, Florida 33030.

ARTICLE VIII

The name and street address of the incorporator is Jeffrey Thomas, 220 South Flagler Avenue, Homestead, Florida 33030.

ARTICLE IX

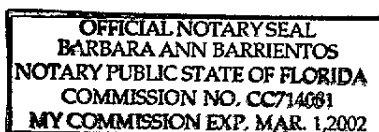
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors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


DATED this 28 day of April, 1998.

  
JEFFREY THOMAS

STATE OF FLORIDA  
COUNTY OF DADE

I hereby certify that the foregoing instrument was acknowledged before me this 28 day of April, 1998 by JEFFREY THOMAS who is personally known to me or produced Florida Driver's license as identification.



  
Notary Public  
State of Florida  
My Commission Expires:

**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned is familiar with, and accepts the obligations of the position.

  
THOMAS R. WELLER

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