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KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
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<sup>2</sup> CERTIFIED CIRCUIT COURT MEDIATOR  
<sup>3</sup> ALSO MEMBER OF NEW YORK & TEXAS BAR

April 27, 1998

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

Re: Fruit of the Earth, Inc.

800002508188--8  
-05/01/98-01085-019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

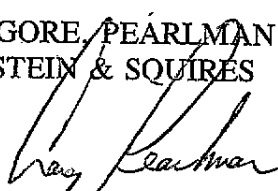
Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,

KILLGORE, PEARLMAN, STAMP,  
ORNSTEIN & SQUIRES

  
Craig S. Pearlman

CSP/se  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 4:49

D. BROWN MAY - 4 1998

**ARTICLES OF INCORPORATION  
OF  
FRUIT OF THE EARTH, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 4:49

**ARTICLE I - NAME**

The name of this corporation is FRUIT OF THE EARTH, INC. and its principal place of business and mailing address is 5217 West Colonial Drive, Orlando, Florida 32808.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the filing of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$.10 per share and 10,000 shares of non-voting common stock having a par value of \$.10 per share.

## ARTICLE V - INITIAL REGISTERED

### OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5217 West Colonial Drive, Orlando, Florida 32808 and the name of the initial registered agent of this corporation at that address is NANCY L. HORNE.

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NANCY L. HORNE  
5217 West Colonial Drive  
Orlando, Florida 32808

ROBERT ALAN LIEBERMAN  
5217 West Colonial Drive  
Orlando, Florida 32808

## ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

NANCY L. HORNE  
5217 West Colonial Drive  
Orlando, Florida 32808

**ARTICLE VIII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of April, 1998.

Nancy L. Horne  
NANCY L. HORNE, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 1998, by NANCY L. HORNE, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: \_\_\_\_\_

Print: CRAIG STUART PEARLMAN

State of Florida at Large

My Commission Expires:

Commission No. \_\_\_\_\_



Craig Stuart Pearlman  
My Commission CC638158  
Expires May 23, 2001

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for FRUIT OF THE EARTH, INC. hereby accepts such appointment this 20 day of April, 1998, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Nancy L. Horne  
NANCY L. HORNE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 4:50