

MATEER & HARBERT, P. A.

ATTORNEYS AT LAW

WILLIAM G. MATEER  
RONALD A. HARBERT  
STEVEN R. BECHTEL  
LAWRENCE J. PHALIN  
JAMES R. MANDER  
W. SCOTT GABRIELSON  
DAVID L. EVANS  
LARRY J. TOWNSEND  
MARY A. EDENFIELD  
JAMES R. MANDER  
DAVID C. WILLIS  
KURT E. TH. WITZER  
RICHARD L. ELLEN, JR.  
THOMAS R. HARBERT  
MICHAEL A. PAASCH

POST OFFICE BOX 2854  
SUITE 600, TWO LANDMARK CENTER  
225 E. ROBINSON STREET  
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 251-3044  
FACSIMILE (407) 251-2016

DONALD R. HENDERSON  
BRADLEY P. BLYSTONE  
MILDRED BEAM-RUCKER  
MICHAEL E. KINNEY  
SUSAN H. NEISSENDER

OF COUNSEL  
H. ALLAN WEBER  
ANDIS E. KANE, P.A.  
DAVID M. LANDIS  
JON E. KANE  
DAVID F. TEGELER

May 1, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

600002509216--8  
-05/04/98-01038-004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Sun World Supply, Inc.

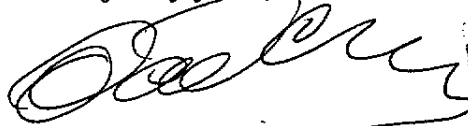
Dear Sir:

Enclosed herewith are the original Articles of Incorporation of Sun World Supply, Inc. for filing. Also enclosed is this firm's check in the amount of \$122.50 representing:

Filing Fee -- \$35.00  
Registered Agent Fee -- \$35.00  
Certified Copy Fee -- \$52.50 (copy is enclosed).

Thank you for your assistance in this matter. If you have any questions please do not hesitate to contact me.

Very truly yours,



DAVID C. WILLIS

DCW:slm  
Enclosures  
cc: Mr. Ernest Mander

FILED  
98 MAY -4 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
5-5-98  
5

**ARTICLES OF INCORPORATION**  
**OF**  
**SUN WORLD SUPPLY, INC.**

**ARTICLE I**

The name of this Corporation is Sun World Supply, Inc..

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.01 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 490 North Street, Suite 116, Longwood, Florida 32750. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is David C. Willis.

**FILED**  
98 MAY -4 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the initial Director is:

<u>Name</u>	<u>Address</u>
Ernest Mander	490 North Street, Suite 116 Longwood, Florida 32750

#### ARTICLE VI

The name and address of the Incorporator is David C. Willis.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

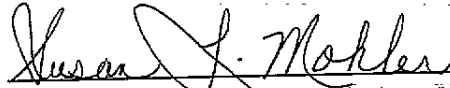
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated: May 1, 1998.

  
\_\_\_\_\_  
David C. Willis

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on May 1, 1998, by David C. Willis, as Incorporator of Sun World Supply, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.



Susan L. Mohler

Notary Public - State of Florida

(AFFIX NOTARY SEAL)



SUSAN L MOHLER  
My Commission CC569252  
Expires Aug. 23, 2000

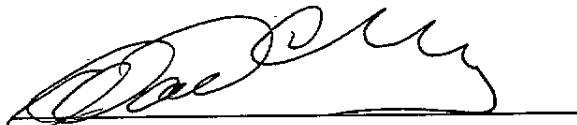
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

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

That Sun World Supply, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 490 North Street, Suite 116, Longwood, Florida 32750, Seminole County, State of Florida, has named David C. Willis as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
David C. Willis  
(Registered Agent)

**FILED**  
98 MAY 14 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA