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JAMES D. O'DONNELL
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LEE MARINELLI *
OF COUNSEL
ADMITTED IN WASHINGTON D.C.
VIRGINIA & TENNESSEE ONLY

June 8, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

EFFECTIVE DATE
7-1-98

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****122.50 ****122.50

Re: ZELLWIN MANAGEMENT GROUP, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-referenced company. Please file and return one certified copy of the corporate charter to us.

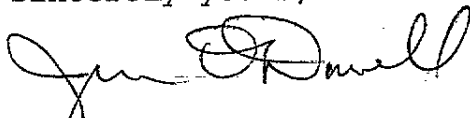
A check in the amount of \$122.50 is enclosed for the following:

1. Filing Fees	\$ 35.00
2. Registered Agent Fee	35.00
3. Certified Copy of Corporate Charter	52.50

TOTAL \$122.50

Should you have any questions in this regard, please contact our office.

Sincerely yours,



James D. O'Donnell

JOD/tlw
Enclosures
/as stated

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 1:24

D. BROWN JUN 11 1998

ARTICLES OF INCORPORATION

OF

ZELLWIN MANAGEMENT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 1:24

EFFECTIVE DATE
7-1-98

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida to begin business July 1, 1998.

ARTICLE I.

NAME

The name of this corporation is: ZELLWIN MANAGEMENT GROUP, INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in any business or activity permitted under the laws of the United States and of this state, or any other state, including but not limited to any business or activity which would qualify as reinvestment or replacement property pursuant to I.R.C. §1033, and/or to provide management, marketing, and accounting services to both related and unrelated entities in the agriculture industry.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted in this type of corporation under Florida law, and all powers subsequently authorized or granted by law to provide corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of voting Common Stock of par value of \$1.00 per share.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00..

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 6161 West Jones Avenue, Zellwood, Florida 32798. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased from time to time by by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII.

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Glenn R. Rogers	6161 West Jones Avenue Zellwood, FL 32798
Thomas L. Youngs	6161 West Jones Avenue Zellwood, FL 32798
Charlie W. Kennedy	6161 West Jones Avenue Zellwood, FL 32798

ARTICLE IX.

SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James D. O'Donnell	1648 Osceola Street Jacksonville, Florida 32204

ARTICLE X.

REGISTERED AGENT

The name of the initial registered agent of this corporation upon whom service of process may be made is James D. O'Donnell, whose address is 1648 Osceola Street, Jacksonville, Florida 32204.

I hereby accept the designation of Registered Agent.



JAMES D. O'DONNELL

ARTICLE XI.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote hereon.



JAMES D. O'DONNELL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 1:24

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th
JUNE
day of ~~May~~, 1998, by James D. O'Donnell, who is personally known to
me (or who has produced _____ as identification)
and who did take an oath.

(SEAL)

Linda D. Rehberg
Signature of Notary Public



Linda D. Rehberg
MY COMMISSION # CC653032 EXPIRES
July 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

LINDA D. REHBERG
Printed Name