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Post Office Box 3319
Sarasota, Florida 34230-3319
June 23, 1998
(941) 957-0775

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002577817--8
-07/01/98-01073-007
*****70.00 *****70.00

Re: WILLOUGHBY FARMS, INC.

FILED
98 JUL -1 AM 8:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To Whom it May Concern:

Enclosed please find the original, plus one copy of Articles of Incorporation and original Certificate and Acknowledgment of Registered Agent. Also enclosed is my check in the amount of \$70.00 representing the following:

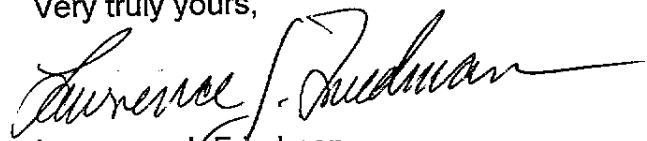
Corporate filing fee \$ 35.00

Registered Agent Designation 35.00

Total \$ 70.00

Please register said corporation and return proof of registration to me at the above address. Thank you for your *prompt attention to this matter*.

Very truly yours,


Lawrence J. Friedman

MM 7-6-98

**ARTICLES OF INCORPORATION
OF
WILLOUGHBY FARMS, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **WILLOUGHBY FARMS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1201 Sinclair Drive, Sarasota, Florida 34240 and the mailing address is the same.

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of no par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI - REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

1201 Sinclair Drive
Sarasota, FL 34240

The name and mailing address of the Initial Registered Agent of this Corporation is:

Lawrence J. Friedman
1201 Sinclair Drive
Sarasota, FL 34240

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

Lawrence J. Friedman

1201 Sinclair Drive

Sarasota, FL 34240

Shirley Friedman

1201 Sinclair Drive

Sarasota, FL 34240

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25 day of June 1998.


Lawrence J. Friedman
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lawrence J. Friedman, to me known or who produced a Florida driver's license as evidence of identification to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of June, 1998.

My commission expires:



Sharon L. Rannebarger
SHARON L. RANNEBARGER
Notary Public - State of Florida
Commission #CC546736

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

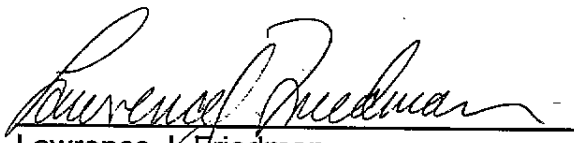
**CERTIFICATE OF REGISTERED AGENT
OF
WILLOUGHBY FARMS, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its Registered Offices indicated in the Articles of Incorporation at 1201 Sinclair Drive, Sarasota, Florida 34240, has named Lawrence J. Friedman located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.


Lawrence J. Friedman
Registered Agent