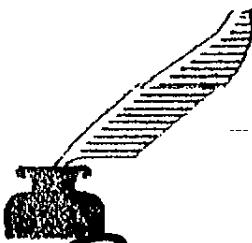


Frank Ribel, Jr.

Attorney at Law

25 E. Oak Street, Arcadia, FL 34266
Telephone (941) 494-7139
Fax (941) 494-3204



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*****70.00 *****70.00

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

RE: Hopewell Farms, Inc.

Enclosed please find the following documents Articles of Incorporation and Certificate Designating Place of Business for Service and filing fee for the original and copies to be filed.

Very truly yours,

A handwritten signature in black ink, appearing to read "Frank Ribel, Jr."

Frank Ribel, Jr.

Encls

98 JUL 27 AM 10:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/26/98
MWB

ARTICLES OF INCORPORATION
OF
HOPEWELL FARMS, INC.

The undersigned subscribers to these Articles of Incorporation, being WILLIAM A. PIPPIN and HENRY N. BLAND, natural persons, competent to contract, hereby desire to form a corporation under the laws of the State of Florida.

98 JUL 21 AM 10 04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is
HOPEWELL FARMS, INC.

ARTICLE II - ADDRESS

The address of the principal office of this corporation is 3487 East Old Bombing Range Road, Avon Park, Florida 33825 and the mailing address of the corporation is 3487 East Old Bombing Range Road, Avon Park, Florida 33825.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of planting, raising, harvesting and selling fruits and vegetables, and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Section 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is:

5,000 shares of common stock having a nominal par value of \$30.00 per share.

ARTICLE V - ADDRESS

The street address of the initial registered office of the corporation is 3487 East Old Bombing Range Road, Avon Park, Florida 33825. The name of the corporation's initial registered agent at this address is HENRY N. BLAND, who has signed a statement accepting the appointment pursuant to Section 607.0502 which is filed herewith.

Articles of Incorporation
HOPEWELL FARMS, INC.
Page 2

ARTICLE VI - DIRECTOR(S)

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 Two (2). The name and address of the intitial director(s) of this corporation:

WILLIAM A. PIPPIN	4152 Nursery Road Zolfo Springs, Florida 33890
HENRY N. BLAND	3487 East Old Bombing Range Road, Avon Park, Florida 33825

ARTICLE VII - INCORPORATOR(S)

The name and street address of the incorportator(s) of this corporation:

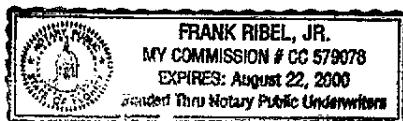
WILLIAM A. PIPPIN	4152 Nursery Road Zolfo Springs, Florida 33890
HENRY N. BLAND	3487 East Old Bombing Range Road, Avon Park, Florida 33825

William A. Pippin
WILLIAM A. PIPPIN

STATE OF FLORIDA,
COUNTY OF De Soto, TO-WIT:

BEFORE ME, the undersigned authority, personally appeared, WILLIAM A. PIPPIN, Personally known or who has produced _____ as identification and who executed the foregoing Articles of Incorporation, and WILLIAM A. PIPPIN, acknowledged before me that WILLIAM A. PIPPIN, executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 22 day of July, 1998.



Notary Public, State of Florida
at Large.
Commission Expires: _____

Rebel

Articles of Incorporation
HOPEWELL FARMS, INC.
Page 3

Henry N. Bland
HENRY N. BLAND

STATE OF FLORIDA,
COUNTY OF De Soto, TO-WIT:

BEFORE ME, the undersigned authority, personally appeared, HENRY N. BLAND, Personally known or who has produced F.A.O.C. as identification and who executed the foregoing Articles of Incorporation, and HENRY N. BLAND, acknowledged before me that HENRY N. BLAND, executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 22 day of July, 1998.



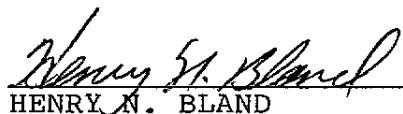
Frank Ribel Jr.
Notary Public, State of Florida
at Large.
Commission Expires: _____

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

Pursuant to 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That HOPEWELL FARMS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Avon Park, County of Polk, State of Florida, has named HENRY N. BLAND, located at 3487 Old Bombing Range Road, Avon Park, FL 33825 as its agent to accept service of process within this state and said location shall be it's registered office.

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


HENRY N. BLAND

FILED

98 JUL 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA