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Sun Valley Citrus, Inc.

112 Lakeview Terrace
Lake Placid, Florida 33852
(941) 699-6080

August 5, 1998

ATTENTION: New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

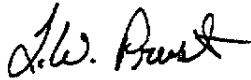
RE: Sun Valley Citrus, Inc.

Greetings:

Enclosed herewith please find Articles of Incorporation to be filed with the Secretary of State together with my check in the amount of \$122.50, payable to the Department of State, for the filing fee.

Your prompt attention to this matter will be appreciated.

Sincerely,



Timothy Priest
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUN VALLEY CITRUS, INC.

The undersigned incorporator(s), being an individual duly licensed to render real estate services, hereby form a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be: Sun Valley Citrus, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to:

- 1. Provide any and harvesting services.*
- 2. Transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation act, and as permitted under the laws of the State of Florida.*
- 3. Do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.*

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE IV. PRINCIPAL OFFICE.

The principle place of business of this Corporation shall be:

112 Lakeview Terrace
Lake Placid, Florida 33852
(941) 699-6080

The mailing address of this Corporation shall be:

112 Lakeview Terrace
Lake Placid, Florida 33852
(941) 699-6080

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is: 1000 shares of common stock having a par value of \$1.00. Said stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name and address of the initial director of this Corporation is:

Timothy Priest
112 Lakeview Terrace
Lake Placid, Florida 33852
(941) 699-6080

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The name and address of the initial registered agent is:

Timothy Priest
112 Lakeview terrace
Lake Placid, Fl. 33852
(941) 699-6080

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE IX. INCORPORATOR(S).

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Timothy Priest
112 Lakeview Terrace
Lake Placid, FL 33852

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15th day of August, 1998.

T. W. Priest

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **SUN VALLEY CITRUS, INC.**

2. The name and address of the registered agent and office is:

Timothy Priest
112 Lakeview Terrace
Lake Placid, FL 33852

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

T. W. Priest

Date

8-5-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED