



THE UNITED STATES
CORPORATION
COMPANY

PA8000087157

ACCOUNT NO. : 072100000032

REFERENCE : 992650 82015A

AUTHORIZATION :

COST LIMIT :

Patricia Pujols
\$ 78.75

ORDER DATE : October 12, 1998

ORDER TIME : 11:07 AM

ORDER NO. : 992650-005

CUSTOMER NO: 82015A

CUSTOMER: Ms. Colleen C. Kelly
THE HERITAGE COMPANIES
THE HERITAGE COMPANIES
450 Challenger Road

200002661542--5

Cape Canaveral, FL 32920-4226

DOMESTIC FILING

NAME: HERITAGE ORCHARDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 1:48

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10/12/98

DIVISION OF CORPORATION

98 OCT 12 AM 11:33

RECEIVED

**ARTICLES OF INCORPORATION
OF
HERITAGE ORCHARDS, INC.**

FILED
SECRETARY OF STATE
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ARTICLE I - NAME

The name of the corporation is: HERITAGE ORCHARDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: MICHAEL A. HARTMAN.

THIS INSTRUMENT PREPARED BY:
COLLEEN C. KELLY
450 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are:

JACQUELINE McPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

MICHAEL McPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

The name and address of the person executing these Articles of Incorporation is:

JACQUELINE McPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

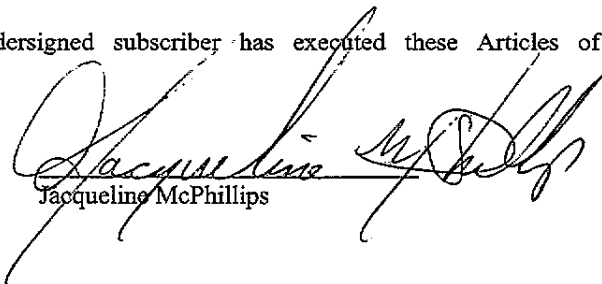
ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set forth opposite the name:

JACQUELINE McPHILLIPS	300 Shares
MICHAEL McPHILLIPS	450 Shares

Shares held by the initial stockholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) of this corporation or the corporation.

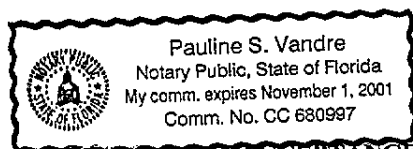
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of October, 1998.

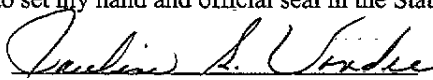

Jacqueline McPhillips

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: JACQUELINE McPHILLIPS, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the person(s) named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

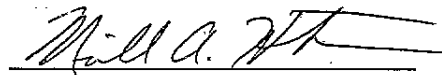
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 8th day of October, 1998.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

MICHAEL A. HARTMAN, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.


Michael A. Hartman