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P99 000000074
December 29, 1998

VIA FEDERAL EXPRESS

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Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
1-1-99

Re: Articles of Incorporation

Gentlemen:

Enclosed are an original and one copy of the following documents for filing with
your office effective as of January 1, 1999:

1. Articles of Amendment To, and Restatement of The Articles of
Incorporation of Syfrett Feed Co., Inc.;
2. Officer's Certificate;
3. Articles of Incorporation of Syfrett Holding Company, Inc.;
4. Articles of Incorporation of Syfrett Trucking Company, Inc.;
5. Articles of Incorporation of Syfrett Citrus Groves, Inc.; and
6. Articles of Incorporation of Syfrett Ranch, Inc.

Also enclosed is a check for each of the above to cover the filing fees as follows:

1. \$87.00 which covers the amendment filing fee of \$35.00 and certified
copy fee of \$52.00 for Syfrett Feed Co., Inc.; and

FILED
98 DEC 30 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
1-1-99

SYFRETT CITRUS GROVES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Syfrett Citrus Groves, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 3079 Northwest Eighth Street, Okeechobee, FL 34972. The mailing address of the Corporation shall be P.O. Box 1287, Okeechobee, FL 34973-1287.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 3079 Northwest Eighth Street, Okeechobee, FL 34972. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial

registered agent of this Corporation at that address is Charles B. Syfrett. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Charles B. Syfrett | 501 S.W. 28 th Terrace Okeechobee, FL 34974 |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Charles B. Syfrett | 501 S.W. 28 th Terrace Okeechobee, FL 34974 |
| Frances G. Syfrett | 16505 N.W 220 th Street Okeechobee, FL 34972 |

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

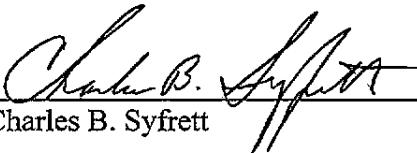
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on January 1, 1999.

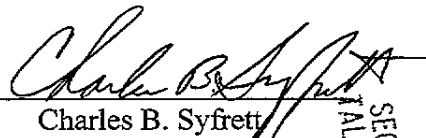
ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Ft. Pierce, Florida, this 28th day of December, 1998.


Charles B. Syfrett

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Charles B. Syfrett

Date: December 28, 1998

FILED
98 DEC 30 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA