

Division of Corporations

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**SWG PACKING CO., INC.**

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ARTICLES OF INCORPORATION
OF
SWG PACKING CO., INC.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be SWG PACKING CO., INC. The principal business address of the corporation is 315 East New Market Road, Immokalee, Florida 34142.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purposes for which the corporation is organized are: (i) the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended; and (ii) to effect a tax-free reorganization under the Internal Revenue Code of 1986, as amended, Section 368(a)(1)(F), with respect to change of state of organization.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

Prepared by: Guy B. Whitesman, Esquire
Florida Bar No.: 334189
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

<u>Name</u>	<u>Address</u>
WILLIAM LIPMAN	315 East New Market Road Immokalee, Florida 34142

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have three (3) Directors initially, and the names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
WILLIAM LIPMAN	315 East New Market Road Immokalee, Florida 34142
LAWRENCE R. LIPMAN	315 East New Market Road Immokalee, Florida 34142
SHERYL A. WEISINGER	315 East New Market Road Immokalee, Florida 34142

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

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ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

NameAddress

WILLIAM LIPMAN

315 East New Market Road
Immokalee, Florida 34142

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 21 day of Dec., 1998.

William Lipman
WILLIAM LIPMAN

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

William Lipman
WILLIAM LIPMAN, Registered Agent

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