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FILING COVER SHEET

REFERENCE: 0171. 5135

DATE: 1/13/99

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICE
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: MANUEL AVALON Citrus Corp.

FILED
 99 JAN 13 AM 11:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 4353 FOR \$ 78.75

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 *****78.75 *****78.75

PLEASE FILE:

- ARTICLES OF INC. () AMENDMENT () DISSOLUTION
- () ANNUAL REPORT () MERGER () WITHDRAWAL
- () QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- () FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- () TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials _____

T. SMITH JAN 13 1999

RECEIVED
 99 JAN 13 AM 11:18
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE AND
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MANUEL AVALON CITRUS CORP.

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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 Manuel Avalon Citrus Corp.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 1111 Peninsular Drive, Haines City, Florida 33844, which shall also be the mailing address of the Corporation.

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 1111 Peninsular Drive, Haines City, Florida 33844. 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 William H. Manuel. 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>
William H. Manuel	1111 Peninsular Drive Haines City, Florida 33844

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- 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 name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
William H. Manuel	1111 Peninsular Drive Haines City, Florida 33844

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.

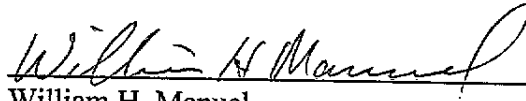
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

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 Orlando, Florida, this 11th day of January, 1999.



William H. Manuel

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: 

William H. Manuel

Date: January 11, 1999

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