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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Joseph Borek Jr.  
PO Box 700418  
Miami, FL 33170-0418  
February 11, 1999

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32301

RE: South Florida Red Potato Farms, Inc.

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-02/15/99--01114--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

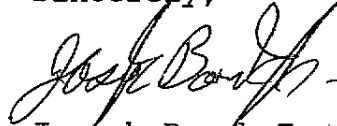
Dear Sir/Madam:

Relative to the above proposed Florida corporation, I  
enclose original Articles of Incorporation and Acceptance of  
Registered Agent. Please return one certified copy of the  
Articles to the above address.

I also enclose check in the amount of \$122.50 to cover all  
filing fees.

Thank you.

Sincerely,

  
Joseph Borek Jr.

Enclosures: Original & 1 copy of Articles  
Check for \$122.50

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ARTICLES OF INCORPORATION

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OF

SOUTH FLORIDA RED POTATO FARMS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be South Florida Red Potato Farms, Inc., and its principal office address is: 24101 SW 117 Avenue, Princeton, FL 33032; and its mailing address is: PO Box 700418, Miami, Florida 33170-0418.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of common stock at \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 24101 SW 117 Avenue, Princeton, Florida 33032, and the name of the initial Registered Agent of this corporation at that address is Joseph Borek Jr.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the initial directors are:

Joseph Borek Jr.  
President

PO Box 700418  
Miami, FL 33170-0418

ARTICLE VII. INCORPORATOR. The name and street address of the person signing these Articles of Incorporation is:

Joseph Borek Jr.

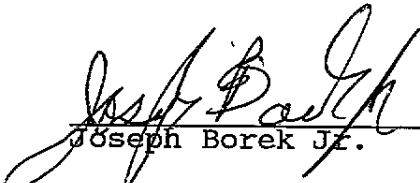
24101 SW 117 Avenue  
Princeton, FL 33032

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

Joseph Borek Jr. - 100 shares.

ARTICLE IX. AMENDMENTS. This 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.

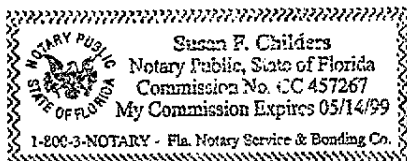
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 11 day of February, 1999.

  
Joseph Borek Jr.

STATE OF FLORIDA - COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Joseph Borek Jr., personally known to me, who acknowledged before me that he executed these Articles of Incorporation for the reasons and purposes therein stated and that they are true and correct.

SUBSCRIBED AND SWORN TO this 11 day of Feb., 1999.

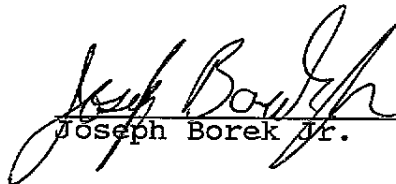


  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of South Florida Red Potato Farms, Inc., 24101 SW 117 Avenue, Princeton, Florida 33032, as designated in these Articles, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

DATED this 11 day of February, '1999.

  
\_\_\_\_\_  
Joseph Borek Jr.

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