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PADGETT & MORRIS, P.A.
ATTORNEYS AT LAW

JAMES L. PADGETT
ELIZABETH A. MORRIS

FILED
99 APR -5 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPLY TO:
10 CENTRAL AVENUE
CRESCENT CITY, FL 32112
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PALATKA, FL 32178-1816
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March 31, 1999

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***122.50 ***78.75

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Keebler Ferneries, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for the above referenced corporation to be filed with your office. I have also enclosed a check in the amount of \$122.50 which represents the following:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent	35.00

I have also enclosed a copy of the Articles of Incorporation for your use in certifying the same. Please return the certified copy to me at your earliest convenience.

Thank you for your consideration in this matter.

Yours very truly,

Marge McLain
Marge McLain
Legal Assistant

encls:

PH 4/8/99 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KEEBLER FERNERIES, INC.

THIS IS TO CERTIFY that I, the undersigned, hereby for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and that I have adopted and do hereby certify the following as my Articles of Incorporation.

ARTICLE I. - NAME

The name of this corporation shall be KEEBLER FERNERIES, INC., and its principal place of business shall be 2184 US Highway 17 N., Seville, FL 32190, and its mailing address shall be P. O. Box 9, Seville, Florida 32190, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, and in any other state of the United States other than the State of Florida, as the Corporation may hereinafter desire and determine.

ARTICLE II. - PURPOSE

The general nature of the business or businesses to be transacted by the Corporation shall be to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III. - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV. - SUBSCRIBER

The name and residence of the subscriber to these Articles of Incorporation are as follows:

William C. Keebler, 110 Fallen Timber Trail, DeLand, FL 32721

ARTICLE V. - OFFICERS

The Officers of this corporation shall be a President and Secretary/Treasurer, and such other officers as may be provided in

the By-Laws.

The names of the persons who are to serve as Officers of this corporation until the first meeting of the Board of Directors are:

OFFICE

NAME

President William C. Keebler

Secretary/Treasurer Janine J. Keebler

The Officers shall be members of the Board of Directors, and shall be elected by the Board of Trustees in the manner provided in the By-Laws.

ARTICLE VI. - BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

William C. Keebler, 110 Fallen Timber Trail, DeLand, FL 32721

Janine J. Keebler, 110 Fallen Timber Trail, DeLand, FL 32721

The Directors shall serve until their successors are duly elected and qualified.

ARTICLE VII. - BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors and may be amended and changed from time to time by the Board of Directors.

ARTICLE VIII. - LOCATION

KEEBLER FERNERIES, INC., desiring to organize under the laws of the State of Florida, declares that its initial registered office is 2184 US Highway 17 N., Seville, FL 32190. The name of its initial Registered Agent is JAMES L. PADGETT, whose address is 10 Central Avenue, Crescent City, Florida 32112 for the purpose of accepting service of process within the State. Said Registered Agent's acceptance of this designation is indicated below.

ARTICLE IX. - ARTICLES

These Articles of Incorporation may be amended, altered or rescinded by a 2/3 majority vote of those members present at the annual meeting or at any special meeting called for said purpose of altering, amending or rescinding the same Articles of Incorporation, as set forth in the By-Laws.

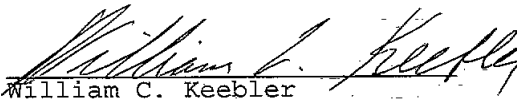
ARTICLE X. - STOCK

The capital stock hereby authorized for this Corporation shall

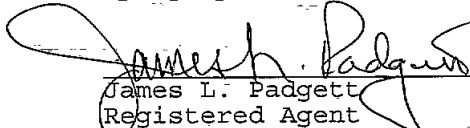
be divided into one hundred (100) shares of common stock, at a par value of one dollar, (\$1.00) per share. All payment of and for the capital stock of the Corporation shall be payable in lawful money of the United States or in property, labor or services, to be fixed in a manner compatible with Chapter 607 of the Florida Statutes.

The amount of capital with which this Corporation shall begin business shall be one hundred (\$100.00) Dollars.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 29th day of March, A. D. 1999.


William C. Keebler

The undersigned, having been named to accept service of process for the above Corporation at the place indicated in the foregoing Articles of Incorporation, does hereby agree to act in said capacity, and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.


James L. Padgett
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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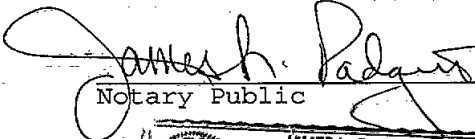
FILED

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 29th day of March, A. D. 1999, by WILLIAM C. KEEBLER, who is personally known to me or who has produced as identification and who executed the foregoing under oath.

My Commission expires:


Notary Public

