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TRANSMITTAL LETTER

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

000002920530--9  
-07/01/99--01032--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: Sun Sweet Citrus Sales, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 70.00.

From:

Tina Marie Scarborough  
P.O. Box 141  
Frostproof, Fl. 33843-1408 0141

FILED  
99 JUL -1 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPIRATION DATE  
6-29-99

7-6  
NS

CERTIFICATE OF INCORPORATION

OF

Sun Sweet Citrus Sales, Inc.

FILED  
99 JUL - 1 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST  
IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Sun Sweet Citrus Sales, Inc.

SECOND  
PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 334 West 'F' Street Frostproof, Fl. 33843. The mailing address of the registered office is P.O. Box 141 Frostproof, Fl. 33843-1608 and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is LIMA Scarborough, 334 W. 'F' St., Frostproof, Fl. 33843.

FOURTH  
PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

EFFECTIVE DATE  
6-29-99

**FIFTH  
SHARES**

The total authorized capital stock of the Corporation is 1000 shares having a Par Value of \$ 1.00. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH  
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Tina Marie Scarborough  
P.O. Box 141 (33843-0141)  
334 West 'F' Street  
Frostproof, Fl. 33843-1608  
   
   
 

**SEVENTH  
DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Tina Marie Scarborough  
P.O. Box 141 (33843-0141)  
334 West F Street  
Frostproof, Fl. 33843-1608  
Beverly Jane Maxwell  
325 West 'F' Street  
Frostproof, Fl. 33843-1608

**EIGHTH  
INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation  
x shall be June 29, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator has  
caused this Certificate of Incorporation to be executed as  
x of June 29, 1999.

X Lina Marie Seaborn  
(Incorporator)

STATE OF FLORIDA     )  
COUNTY OF            )

The foregoing Articles of Incorporation were  
acknowledged before me, this 29th day of June, 1999.



Stephanie B. Chambers  
NOTARY PUBLIC, State of Florida

My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Lina Marie Scarborough being appointed in the following Articles of Incorporation as the Registered Agent for Sun Sweet Citrus Sales, Inc., accepts the appointment as registered agent for said corporation this-  
x 29 day of June, 1999.

x June 29, 1999  
Date

x Lina Marie Scarborough  
Name

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