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STEPHEN H. ARTMAN, P.A.

Attorneys at Law

Stephen H. Artman

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July 15, 1999

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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07/16/99-01050-013
****122.50 ****78.75

RE: BROOKE FARMS, INC.

EFFECTIVE DATE
07-15-99

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-referenced corporation. I have enclosed our check in the amount of \$122.50 for filing fee.

Please file the Articles of Incorporation and return a certified copy to our office.

Thank you for your kind attention to this matter.

Sincerely,


STEPHEN H. ARTMAN

SHA/ch
Enclosures

cc: Robert F. Harper, IV

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FILED
99 JUL 16 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. Purinton JUL 23 1999

ARTICLES OF INCORPORATION OF
BROOKE FARMS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is **BROOKE FARMS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

EFFECTIVE DATE
07-15-99

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 908 South Florida Avenue, Suite 102, Colonial Building, Lakeland, Florida 33803, and the name and street address of the initial registered agent is Stephen H. Artman, 908 South Florida Avenue, Suite 102, Colonial Building, Lakeland, Florida 33803.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is Post Office Box 2784, Lakeland, Florida 33806.

ARTICLE VII - COMMON STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of common stock with a value of \$1.00 per share.

Initial Issue. Three Thousand (3,000) shares of the common stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the common stock of the corporation.

No Classes of Stock. The shares of the corporation are not to be divided into classes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The name and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. Harper, IV	914 S. Florida Avenue, Suite 209 Lakeland, FL 33803
Jeffrey K. Stokes	1655 Old Lake Wales Road Bartow, FL 33830
William M. Blalock	1111 8 th Avenue, West Bradenton, FL 34205

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Robert F. Harper, IV, Post Office Box 2784,
Lakeland, Florida 33803

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in accordance with the provisions of the Bylaws of the corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions fixed by the Board of Directors, such shares of the common stock of this corporation as may be issued from time to time. The preemptive rights of any holder of common stock shall be determined as follows:

1. The ratio of each holder's authorized and issued common stock to the total authorized and issued common stock shall be determined;

2. Each holder shall have the right for thirty (30) days from the date of written notification of each proposed issue, to purchase that number of shares of common stock which is necessary to maintain the holder's interest (ownership of common stock) at the ratio determined in the preceding section of this Article XI;

3. Exercise of a holder's preemptive rights shall be by tender, within the time specified in Article XI, Section 2, of the full amount of the purchase price in cash (U.S. Currency), certified check or cashier's check;

4. Notice of any proposed issue of common stock shall be completed upon the mailing of the notice by certified mail (or such other form of mail as may require a written receipt) to each holder at the holder's address on the books of the corporation;

5. Upon the failure of any holder to exercise preemptive rights under this Article, such holder's preemptive rights shall lapse as to that particular issue only;

6. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article of its effect, the prevailing party shall be entitled to recover costs and any attorney's fees, including such expenses in any appeal.

ARTICLE XII - RESTRICTION ON TRANSFER OF STOCK

The common stock of this corporation may be transferred, encumbered or disposed of only in accordance with the following provisions:

1. Any shareholder desiring to transfer, encumber, or dispose of any interest in the common stock of this corporation shall do so only with the written consent of all other shareholders or in accordance with the provisions of this Article;

2. In lieu of obtaining the written consent of all other shareholders, the shareholder desiring to transfer, encumber, or dispose of any interest in his common stock in the corporation (described as "Selling shareholder" hereinafter) shall first offer such interest to the corporation as follows:

a. The selling shareholder shall notify the corporation and all other shareholders of his intention to sell by certified mail or such other form of mail as may require a written receipt;

b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or disposition;

c. From the receipt of the selling shareholder's notice, the corporation shall have thirty (30) days to purchase the interest of the selling shareholder on the following terms and conditions:

(1) The purchase price for each share of the stock shall be the price

established by unanimous written agreement of all shareholders not more than one year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the corporation at the date of the notice of intention to sell shall determine the book value and the corporation shall pay said amount in cash. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in the agreement or in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;

(2) If the corporation has sufficient surplus then whatever surplus is available shall be utilized and the corporation, through its directors and shareholders, shall reduce the capital of the corporation in order to provide sufficient surplus for the purchase of all of the offered stock. In the event the corporation is unable under the law to so reduce its capital sufficiently to allow the corporation to purchase all of the offered stock, the corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible. The selling shareholder may then sell that portion of the unsold stock to outsiders only after first offering it individually to the remaining shareholders, to be purchased at the same price as above defined on a pro rata basis. The corporation shall have thirty (30) days after the date of the notice of intention to sell or reduce its capital and purchase said stock. Individual stockholders shall have an additional thirty (30) days to purchase any remaining shares.

3. In the event of the death of any shareholder, his stock shall be purchased by the corporation. In the event the corporation is unable to purchase any or all of the stock, the remaining shareholders of the corporation shall have the right, for thirty (30) days, to purchase their respective pro rata shares of the decedent's stock. The estate of the decedent shall be obligated to sell said stock to the corporation or, alternatively, to the other shareholders. The price to be paid for the decedent's stock and the terms of the purchase shall be determined by the shareholders of the corporation during or immediately following the organizational meeting of the corporation. Thereafter, the price and terms of purchase shall be revised from time to time as the shareholders deem appropriate.

4. All certificates of stock of this corporation shall be labeled with the following endorsement on each share certificate:

"This share certificate is subject to a provision in the Articles of Incorporation (Article XII) which provides for restrictions upon the transfer, encumbrance, or distribution of the stock. A copy of the provision may be obtained from the secretary of the corporation or from the office of the Florida Secretary of State."

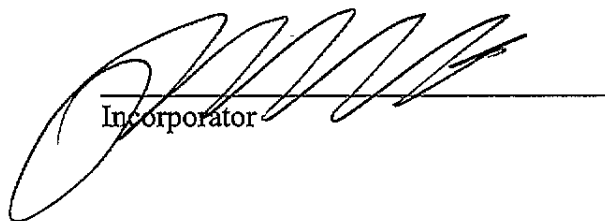
5. This Agreement shall be binding upon the parties hereto, their heirs, successors and assigns and legal representatives.

6. Each shareholder shall execute a will or codicil to an existing will directing the legal representative of his estate to sell the decedent's stock under the provisions of the agreement. Failure to so execute a will or codicil shall not affect the rights of any parties to this agreement nor the obligation of the estate of any deceased shareholder.

7. In the event any transfer, encumbrance, or distribution of stock of the corporation under this Article creates an equal division of stock between two shareholders or shareholder factions, and any voting deadlock occurs, the President of the corporation or the person acting in the President's capacity, shall cause the corporation to issue one share of stock to a person acceptable to the two equal shareholders or shareholder factions, or failing agreement, to the corporation's resident agent, so that the ability of the corporation to exist or operate shall not be impaired, and so that dissolution may be avoided.

8. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be entitled to recover costs and attorney's fees, including such expenses in any appeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15th day of July, 1999.


Incorporator

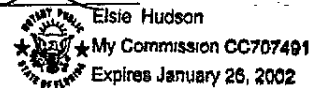
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99 JUL 16 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 13th day of July, 1999, by Robert F. Harper, IV, who is personally known to me.

Elsie Hudson
NOTARY PUBLIC
State of Florida



ACCEPTANCE BY REGISTERED AGENT

The undersigned, STEPHEN H. ARTMAN, being appointed in the foregoing Articles of Incorporation as the registered agent for **BROOKE FARMS, INC.**, accepts the appointment as registered agent for said corporation this 13th day of July, 1999.

Stephen H. Artman
STEPHEN H. ARTMAN