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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Hill Farms Inc.

☐ Walk In

☐ Pick Up Time

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☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

RUSH

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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 28 PM 2:24

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Date: _____



NEED TODAY

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 28, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: HILL FARMS, INC.
Ref. Number: W99000017514

*corrected
Please file
7/28/99
Thanks*

We have received your document for HILL FARMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 699A00038553

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HILL FARMING OPERATIONS, INC.

ARTICLE I
Name

The name of the corporation is HILL FARMING OPERATIONS, INC.

ARTICLE II
Duration

The period of existence of the corporation is perpetual.

ARTICLE III
Principal Office and Mailing Address

The principal place of business of the corporation is at 728 South New York Avenue; Lakeland, Florida. The mailing address of the corporation is the same.

ARTICLE IV
Registered Office and Registered Agent

The initial registered office is at 728 South New York Avenue; Lakeland, Florida. The name of the initial registered agent at that address is GREGORY BENNETT HILL.

ARTICLE V
Purpose

The general nature of the business to be transacted by this corporation, shall be:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(b) To acquire by purchase or otherwise, to own and possess any real or personal property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any such property; to hold, use, improve, develop, deal in and operate any such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or interest therein, or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge, or alter

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CLERK OF STATE
TALLAHASSEE, FLORIDA

buildings or other improvements, or any of such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or any rights of interest therein or thereto appertaining; and, generally, to deal with an act in relation to such property in any an every way.

(c) To buy, sell, manufacture, import, export, prepare, alter, exchange, let for hire and deal in and with all kinds of articles and things which may be required for the purpose of any of the business of the corporation, or commonly applied to or by, or dealt in or with, by persons engaged in any of said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To borrow or raise money for any of it's purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences or indebtednesses, of any nature and in manner, whether secured or unsecured, for monies borrowed; or, in payment of property acquired; or, for any of the objects or purposes of the corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of, all or any part of the property, real or personal, or the corporation, or all of any of it's rights of interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(e) To engage in any other business, or do any and all acts and things incident to, or which the Board of Directors may be deemed necessary to, the carrying out of the success of any business outlined above; to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE VI Authorized Shares

The corporation is authorized to issue One Thousand (1000) shares of common stock having par value of \$1.00 a share.

ARTICLE VII Directors

The initial board of directors shall consist of two (2)

members. The names and addresses of the first board of directors are:

<u>Names</u>	<u>Addresses</u>
GREGORY BENNETT HILL	728 South New York Avenue Lakeland, Florida 33815
CHRISTOPHER L. WEY	728 South New York Avenue Lakeland, Florida 33815

ARTICLE VIII
Incorporator

The names and addresses of the incorporator are:

<u>Names</u>	<u>Addresses</u>
GREGORY BENNETT HILL	728 South New York Avenue Lakeland, Florida 33815

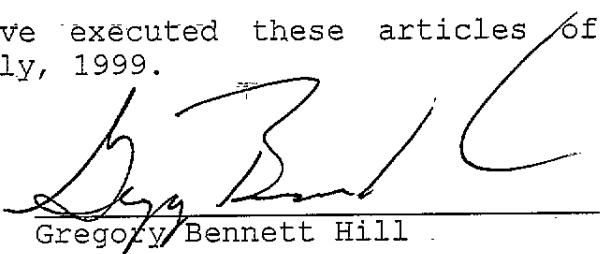
ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

IN WITNESS WHEREOF, we have executed these articles of incorporation this 27th day of July, 1999.

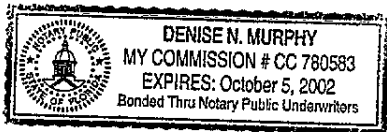


Gregory Bennett Hill

STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before me, the undersigned authority, this day, Gregory Bennett Hill, who is personally known to me or has produced a driver's license as identification and who executed the above freely and voluntarily for the purposes therein expressed.

Subscribed and sworn to before me on this 27th day of July, 1999.



Denise N. Murphy
NOTARY PUBLIC

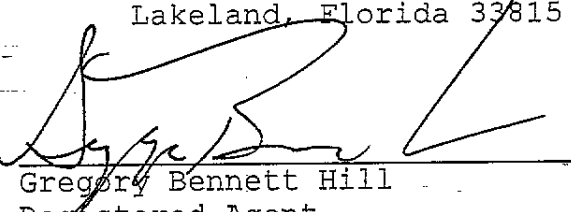
STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

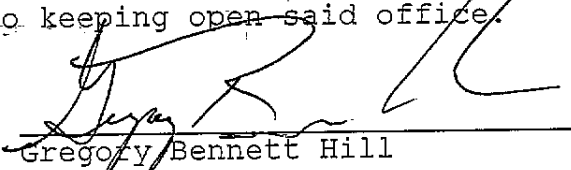
First, That, HILL FARMING OPERATIONS, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, HAS named GREGORY BENNETT HILL, located at 728 South New York Avenue; Lakeland, FL 33815, as its agent to accept service of process within the state.

OFFICERS:	TITLE NAME:	SPECIFIC ADDRESS:
Gregory Bennett Hill	President	728 South New York Avenue
	Director	Lakeland, Florida 33815
Christopher L. Wey	Vice President	728 South New York Avenue
	Secretary	Lakeland, Florida 33815
	Treasurer	
	Director	

By: 
Gregory Bennett Hill
Registered Agent

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Gregory Bennett Hill
Registered Agent

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.