

P9900075341

P.O. Box 848

234 N. Summit Street

President City, Florida 32112

Telephone (904) 698-1970

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August 16, 1999

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

FILED  
99 AUG 18 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: EAGLES' NEST GROVE, INC.  
Our File No: 99-101

Gentlemen:

Enclosed please find the Articles of Incorporation of EAGLES' NEST GROVE, INC., and the Certificate of Designating Registered Agent, together with this firm's check in the amount of \$122.50, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Patti  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article 1 address  
DATE 8-24-99  
DOC. EXAM RV

200002962982-9

-08/18/99--01045--010

Very truly yours, \*\*\*\*122.50 \*\*\*\*\*78.75

Patti

Patti  
Secretary to Jay D. Asbury

encls.

R. VARNADORE AUG 24 1999

ARTICLES OF INCORPORATION  
OF  
EAGLES' NEST GROVE, INC.

FILED  
99 AUG 18 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, competent to contract, hereby associate themselves for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be EAGLES' NEST GROVE, INC., and its principal place of business shall be 470 Old Highway #17, Route 2, Box 120, Crescent City, FL 32112, 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, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is ROBERT JAY MITCHELL, physical address is 470 Old Highway #17, Route 2, Box 120, Crescent City, FL 32112,

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida and to engage in the business of growing, cultivating, marketing and packing citrus fruit. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture,

market, and in all other ways, (whether like, or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

#### ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is One thousand (1000) shares, which shall be common stock with no par value.

#### ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$ 1,000.00.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial board of Directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than two. The names and addresses of the initial Board of Directors of the corporation are:

ROBERT JAY MITCHELL, Route 2, Box 120, Crescent City, FL 32112.

MARY LYNN MITCHELL, Route 2, Box 120, Crescent City, FL 32112.

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the persons who will serve as officers of this corporation are:


ROBERT JAY MITCHELL President/Treasurer


MARY LYNN MITCHELL Vice President/Secretary

ARTICLE VIII - ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

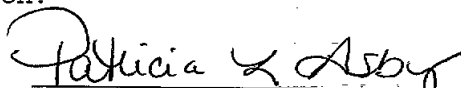
IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have executed these Articles of Incorporation on the 13th day of August, 1999.

  
ROBERT JAY MITCHELL  
President/Treasurer

  
MARY LYNN MITCHELL,  
Vice President/Secretary

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION was acknowledged before me this 13th day of August, 1999, by ROBERT JAY MITCHELL and MARY LYNN MITCHELL, who have produced valid Florida Drivers' licenses as identification.

  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGMENT)

NOTARY PUBLIC - STATE OF FLORIDA  
PATRICIA L. ASBURY  
COMMISSION # CC834674  
EXPIRES 6/25/2003  
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

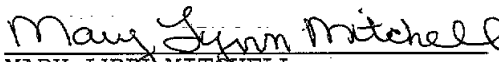
99 AUG 18 PM 12:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that EAGLES' NEST GROVE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 470 Old Highway #17, Route 2, Box 120, Crescent City, FL 32112, has named ROBERT JAY MITCHELL, as it's agent to accept service of process within the State of Florida.

DATED: August 13, 1999

  
ROBERT JAY MITCHELL,  
President/Treasurer

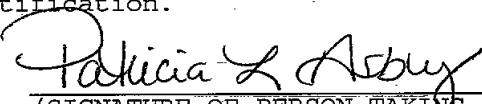
  
MARY LYNN MITCHELL,  
Vice President/Secretary

Having been named to accept service of process for the named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
ROBERT JAY MITCHELL

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 13th day of August, 1999, by ROBERT JAY MITCHELL and MARY LYNN MITCHELL, who have produced valid Florida Drivers' licenses as identification.

  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGMENT)

NOTARY PUBLIC - STATE OF FLORIDA  
PATRICIA L. ASBURY  
COMMISSION # CC834874  
EXPIRES 6/25/2003  
BONDED THRU ASA 1-888-NOTARY1