

P990000943/6

Ben W. Niedecken  
14626 Lorida Drive  
Seminole, FL 33776

October 13, 1999

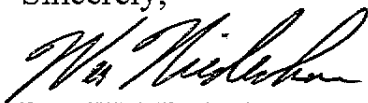
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
99 OCT 25 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

I would like to incorporate a Florida business with the name Florida Macadamia Nut Orchards, Inc. Enclosed please find the Articles of Incorporation, the acceptance by the registered agent, and a check payable to the State of Florida in the amount of \$70.00 which represents payment for the Filing fee and Registered Agent fee. Please direct future communications on this matter to me at the above address. My telephone number is (727) 596-6388.

Sincerely,



Ben W. Niedecken

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ARTICLES OF INCORPORATION  
OF  
Florida Macadamia Nut Orchards, Inc.

FILED  
99 OCT 25 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation shall be:

Florida Macadamia Nut Orchards, Inc.

The principal place of business of this corporation shall be 14626 Loridaawn Drive, Seminole, FL 33776.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### ARTICLE THREE

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock having a par value of one dollar per share.

### ARTICLE FOUR

#### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 14626 Lorida Drive, Seminole, FL 33776, and the name of the initial registered agent of the corporation at that address is Ben W. Niedecken.

### ARTICLE FIVE

#### TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE SIX

#### DIRECTORS

This corporation shall have two directors, initially. The name and street addresses of the initial members of the Board of directors are:

Ben W. Niedecken

14626 Lorida Drive  
Seminole, FL 33776

Vicki H. Berk

14626 Loridawn Drive  
Seminole, FL 33776

## ARTICLE SEVEN

### OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ben W. Niedecken  
President/Secretary

14626 Loridawn Drive  
Seminole, FL 33776

Vicki H. Berk  
Vice President/Treasurer

14626 Loridawn Drive  
Seminole, FL 33776

## ARTICLE EIGHT

### SUBSCRIBER

The Name and street address of the subscriber to these Articles of Incorporation is:

Ben W. Niedecken

14626 Loridawn Drive  
Seminole, FL 33776

## ARTICLE NINE

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand  
and on this 13<sup>th</sup> day of OCTOBER, 1999.

*Wes Niedecken*  
Incorporator

STATE OF FLORIDA

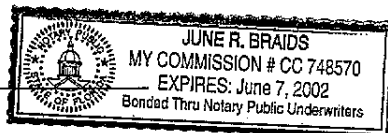
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared  
WES NIEDECKEN who is well known to be the person described  
in and subscribed the above articles of incorporation, and he did freely and  
voluntarily acknowledge before me according to law that he made and  
subscribed the same for the uses and purposes therein mentioned and set  
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official  
seal, this 13<sup>th</sup> day of OCTOBER, 1999.

*June R. Braids*  
Notary Public, State of Florida at Large

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



## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated 10-19-, 1999.

  
Ben W. Niedecken, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA