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To whom it may concern.

Please mail any correspondence to the following address:

LITHIA FARMS INC.

P.O. BOX 680

LITHIA, FL. 33547

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LITHIA FARMS INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of the corporation shall be: LITHIA FARMS INC.

With principal and registered offices at: 11611 LITHIA PINECREST RD  
LITHIA, FL. 33547

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: SEVEN THOUSAND FIVE HUNDRED (7,500) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are: DOYLE BENNETT

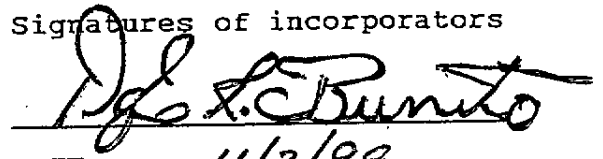
P.O. BOX 680  
LITHIA, FL. 33547

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators to this  
articles of incorporation are: DOYLE BENNETT

P.O. BOX 680  
LITHIA, FL. 33547

Signatures of incorporators



DATE 11/3/99

DATE \_\_\_\_\_

DATE \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LITHIA FARMS INC.
2. The name and address of the registered agent and office is: DOYLE BENNETT, 11611 LITHIA PINECREST RD. LITHIA, FL. 33547

SIGNATURE

*Doyle L. Bennett*  
(Corporate Officer)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TITLE PRESIDENT

DATE 11/3/99

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 TOO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*Doyle L. Bennett*

DATE

11/3/99