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RUSSO & BAKER, P.A.
GABLES INTERNATIONAL PLAZA
2655 LE JEUNE ROAD
SUITE 201
CORAL GABLES, FLORIDA 33134
TELEPHONE 305 476-8300
TELEFAX 305 476-8383

LAURA L. RUSSO
RONALD G. BAKER

EDMUND P. RUSSO
OF COUNSEL

December 20, 1999

VIA FEDERAL EXPRESS

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

RE: Hail Mary Growers, Inc.

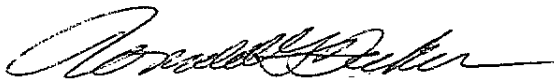
200003077052--1
-12/21/99--01080--001
*****81.75 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced matter, which Articles we shall appreciate your filing. Also enclosed please find our check in the amount of \$81.75 to cover the filing fee of \$35.00, certified copy of \$11.75, and the registered agent designation fee of \$35.00.

After the Articles have been filed, we shall appreciate your certifying the enclosed copy and returning it to this office at the attention of the undersigned.

Very truly yours,



Ronald G. Baker

RGB:gf
Enclosures

FILED
DEC 21 PM 1:19
TALLAHASSEE, FLORIDA
DEPT. OF STATE

T. Burch DEC 28 1999

99 DEC 21 PM 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOFHAIL MARY GROWERS, INC.

The undersigned, acting as incorporator of a corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is **HAIL MARY GROWERS, INC.**

ARTICLE II

A. This Corporation is organized for the purpose of to own and operate a business to develop, grow, purchase and sell at wholesale and retail longans and other tropical fruit. To do any and all necessary and incidental acts in connection with the orchard or farming business.

B. To do any and all legal business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of no par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin business will be no less than \$500.

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The principal office of the corporation will be 23950 SW 147th Avenue, Miami, FL 33032.

ARTICLE VIII

The initial street address of the initial registered office of the corporation will be 2655 LeJeune Road, Suite #201, Coral Gables, FL 33134, and the name of the initial registered agent of this corporation at that address is RONALD G. BAKER.

ARTICLE IX

The number of directors of the corporation will be at least two.

ARTICLE X

The names and street addresses of the members of the first Board of Directors are:

Mary A. Babcock

23950 SW 147th Avenue
Miami, FL 33032

Michael Pahules

23950 SW 147th Avenue
Miami, FL 33032

ARTICLE XI

The name and street address of the person signing these Articles of Incorporation are as follows:

MARY A. BABCOCK 23950 SW 147th Avenue
Miami, FL 33032

MICHAEL PAHULES 23950 SW 147th Avenue
Miami, FL 33032


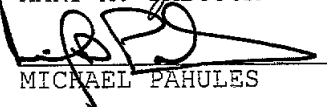
ARTICLE XII

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

I, the undersigned, being the original subscriber to these

Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set my hand and seal, this 20 day of Dec, 1999.

 (SEAL)
MARY A. BABCOCK
 (SEAL)
MICHAEL PAHULES

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, on this day, personally appeared **MARY A. BABCOCK** and **MICHAEL PAHULES**, the parties to the foregoing Articles of Incorporation, who are either (a) **PERSONALLY KNOWN TO ME**, or **(b)** produced as identification _____ Driver's License No: _____, which expires on _____, and known to me to be the parties to the foregoing Articles of Incorporation, and acknowledged the said Articles to be their free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Miami, said County and State last aforesaid, this 20 day of Dec, 1999.


Notary Public, State of Florida

OFFICIAL NOTARY SEAL
RONALD G. BAKER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC690148
MY COMMISSION EXP. NOV. 14, 2001

Stated Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **HAIL MARY GROWERS, INC.**, at 2655 LeJeune Road, Suite #201, Coral Gables, FL 33134, 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 all my duties.


RONALD G. BAKER, Registered Agent