

9022115

DICKBY FARMS, INC.

12/05/90

Secretary of State
Business Services and Regulation

Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CHARTER NUMBER : 9022115 DP
DATE INCORPORATED: DECEMBER 05, 1990
COUNTY : BIBB
EXAMINER : JACKIE SLATE
TELEPHONE : 404-656-2811

MAILED TO:

G. BOONE SMITH, III
P.O. BOX 6495
MACON GA 31208

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"DICKEY FARMS, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: DECEMBER 07, 1990



Max Cleland

MAX CLELAND
SECRETARY OF STATE

SECURITIES
56-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

90 065 296 0000

ARTICLES OF INCORPORATION
OF
DICKEY FARMS, INC.

ARTICLE I

The name of the corporation is Dickey Farms, Inc. The mailing address of the initial principal office of the corporation is Highway 341 North, Musella, Crawford County, Georgia 31066.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

ARTICLE IV

The corporation is a corporation for profit and is organized for the following general purposes:

To engage in the ownership and operation of business engaged in the selling of peaches;

To engage in any lawful business or activity related thereto;
and

To engage in any other lawful business or activity for which corporations may be organized under the Georgia Business Corporation Code.

DEC. 07 1990

90 065 296 0001

ARTICLE V

The members of the original Board of Directors are:

Robert L. Dickey, II
5043 Wellington Drive
Macon, Georgia 31210

Robert L. Dickey, III
Box 39
Musella, Georgia 31066

ARTICLE VI

The corporation shall have the authority, acting by its Board of Director, to issue not more than 500,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VII

The corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than Five Hundred Dollars (\$500), in payment for the issuance of its shares of common stock.

ARTICLE VIII

The initial registered office of the corporation shall be 230 Third Street, Macon, Georgia, and the initial registered agent of the corporation at such address shall be G. Boone Smith, III, whose written consent to such appointment is attached to these articles.

ARTICLE IX

The name and address of the incorporator is G. Boone Smith, III, P. O. Box 6495, Macon, Georgia 31208-6495.

IN WITNESS WHEREOF, I have hereunto executed these Articles
of Incorporation as of the 1st day of December, 1990.

G. Boone Smith (L.S.)
G. BOONE SMITH, III
Incorporator

SECRETARY OF STATE
Dec 5 3 55 PM '90
BSM

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334-1530

FORM NUMBER : NR
CERTIFICATE DATE : 11/28/90
DOCKET NUMBER : 90330373
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-3173

REQUESTED BY:

G. BOONE SMITH, III
POST OFFICE BOX 6495
MACON GA 31208

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"DICKEY FARMS, INC."

THIS CERTIFICATE SHALL BE VALID FOR A NONRENEWABLE PERIOD OF NINETY (90) DAYS FOR PROFIT AND NONPROFIT CORPORATIONS, PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

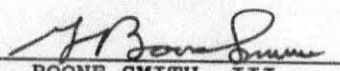
90 065 296 0004

CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Honorable Max Cleland
Secretary of State
Ex-Officio Corporation Commissioner
State of Georgia

I, G. Boone Smith, III, do hereby consent to serve as
registered agent for the corporation, Dickey Farms, Inc.

This 1st day of December, 1990.

 (SEAL)
G. BOONE SMITH, III

SSBL SIGNATURE 12/05/90

*** POCKET ***

LOCKHEX CORPORATION NAME
363401A6 FLOCKY WARMS, INC.
Inv/Rec Amount : \$ 60.00
TYPE DISP
DP 64
I/R R

Chkr-Trans

BILL TO INFORMATION

Name: MITT HAWKINS, ALMARD & HOLLINGSWORTH
Addr: 20 THIRD STREET
City: MARIETTA

State: GA Zip: 31206

COMMENTS

ENTER WITH Voucher (S)top (I)nvoyce/rec-1pt process
RE. S. S. W/LED YOU LIKE ADDITIONAL COMMENTS ON 1/R 1 (I/N) N

99 065

296 0006



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. Filing Date: 12-5 Code: DP Docket Number: _____
Assigned Exam: _____ Amount: \$ _____ By: _____
Charter Number: 9022115 Completed: 64 12-7

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: Dickey Farms, Inc.
Mailing Address: Highway 341 North
City: Musella County: Crawford State: GA Zip Code: 31066

III. Fees Submitted By: Smith, Hawkins, Almand & Hollingsworth
Amount Enclosed: \$ 60.00 Check Number: _____

IV. Incorporator:
Name: G. Boone Smith, III
Address: P. O. Box 6495
City: Macon, State: Georgia Zip Code: 31208-6495
Incorporator: _____ State: _____ Zip Code: _____
Address: _____
City: _____ State: _____ Zip Code: _____

V. Registered Agent/Office:
Name: G. Boone Smith, III
Address: 230 Third Street, P. O. Box 6495
City: Macon County: Bibb State: Georgia Zip Code: 31208-6495

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST

	Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation		
2. Corporate name verification number		
3. Authorized shares stated		
4. Incorporator's signature		
5. Post effective date, if applicable		
6. Number of pages attached:		

VII. Applicant/Attorney:
Name: G. Boone Smith, III Telephone: (912) 743-4436
Address: P. O. Box 6495
City: Macon State: GA Zip Code: 31208-6495

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$80.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: [Signature] Date: 12/1/90

90 065 296 0007

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970091175
CONTROL NUMBER: 9022115
EFFECTIVE DATE: 12/18/1996
REFERENCE : 0077
PRINT DATE : 12/31/1996
FORM NUMBER : 411

SMITH, HAWKINS, HOLLINGSWORTH & RUMPH
G. BOONE SMITH, III
POST OFFICE BOX 6495
688 WALNUT STREET
MACON, GEORGIA 31208-6495

CERTIFICATE OF MERGER

I, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:
DICKEY FARMS, INC., a Georgia corp.

Nonsurviving Entity/Entities;
DICKEY PACKING COMPANY, INC., a Georgia corp.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

970091175

ARTICLES OF MERGER

THESE ARTICLES OF MERGER are made by and between DICKEY PACKING COMPANY, INC., a Georgia corporation, and DICKEY FARMS, INC., a Georgia corporation.

1.

The Plan of Merger of Dickey Packing Company, Inc., a Georgia corporation, into Dickey Farms, Inc., a Georgia corporation, is attached hereto and made a part hereof by reference. The approval of the shareholders of both corporations to this merger was required. With respect to Dickey Packing Company, Inc., a Georgia corporation, there are 1,000 shares issued and outstanding and, therefore, 501 shares are required in order to approve this Plan and Articles of Merger. The Plan and Articles of Merger were approved by all 1,000 shares of the issued and outstanding stock of Dickey Farms, Inc. on the 1st day of December, 1996.

2.

The Plan of Merger of Dickey Packing Company, Inc., a Georgia corporation, into Dickey Farms, Inc., a Georgia corporation, is attached hereto and made a part hereof by reference. The approval of the shareholders of both corporations to this merger was required. With respect to Dickey Farms, Inc., a Georgia corporation, there are 500 shares issued and outstanding and, therefore, 251 shares are required in order to approve this Plan and Articles of Merger. The Plan and Articles of Merger were approved by all 500 shares of the issued and outstanding stock of Dickey Farms, Inc. on the 1st day of December 1996.

This 1st day of December, 1996.

(Corporate Seal)

DICKEY PACKING COMPANY, INC.
a Georgia Corporation

By: Robert L. Dickey, II
Robert L. Dickey, II
President

Attest: Robert L. Dickey, III
Robert L. Dickey, III
Secretary

(Corporate Seal)

DICKEY FARMS, INC.
a Georgia Corporation

By: Robert L. Dickey, II
Robert L. Dickey, II
President

Attest: Robert L. Dickey, III
Robert L. Dickey, III
Secretary

BSR (4)

Dec 18 3 23 PM '96

SECRETARY OF STATE

PLAN OF MERGER
OF
DICKEY PACKING COMPANY, INC., A GEORGIA CORPORATION
INTO
DICKEY FARMS, INC., A GEORGIA CORPORATION

THIS PLAN OF MERGER is made by and between DICKEY PACKING COMPANY, INC., a Georgia corporation, and DICKEY FARMS, INC., a Georgia corporation.

1.

Pursuant to this Plan of Merger, Dickey Packing Company, Inc., a Georgia Corporation, shall be merged into Dickey Farms, Inc., a Georgia corporation, pursuant to the applicable provisions of the Georgia Business Corporation Code and in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

2.

Under the terms and provisions of the merger, Dickey Packing Company, Inc., a Georgia corporation, shall be merged with and into Dickey Farms, Inc., a Georgia corporation, which shall be the surviving corporation. The name of the surviving corporation shall be Dickey Farms, Inc., the Georgia corporation.

3.

The merger provided for in this Plan of Merger shall become effective on December 31, 1996.

4.

The Articles of Incorporation and Bylaws of Dickey Farms, Inc., the Georgia corporation, shall continue to be the Articles of Incorporation and Bylaws of the surviving corporation.

5.

Each share of the common stock of Dickey Farms, Inc., a Georgia corporation, which is issued and outstanding as of the effective date of the merger shall not be affected by such merger.

6.

Each share of the common stock of Dickey Packing Company, Inc., the Georgia corporation, shall be automatically converted into one share of the common stock of Dickey Farms, Inc., the Georgia corporation. As soon as practicable after the effective date of the merger, each holder of an outstanding certificate representing shares of the common stock of Dickey Packing Company, Inc., the Georgia corporation, shall surrender the same to Dickey Farms, Inc., the Georgia corporation, and shall receive in exchange therefor a certificate representing the proportionate number of shares of Dickey Farms, Inc., the Georgia corporation.

7.

On the effective date of the merger, the separate existence of Dickey Packing Company, Inc., the Georgia corporation, shall cease and shall be merged with and into Dickey Farms, Inc., the Georgia corporation, the surviving corporation. All property of Dickey Packing Company, Inc., the Georgia corporation, whether real, personal or mixed, and all debts either due to or owing to Dickey Packing Company, Inc., the Georgia corporation, shall vest in Dickey Farms, Inc., the Georgia corporation, as the surviving corporation, without any further act or deed. The surviving corporation shall continue to be responsible and liable for all

liabilities and obligations of each of the two corporations which are parties to this merger.

IN WITNESS WHEREOF, the corporations which are party to this merger have executed this Plan of Merger as of the 1st day of December, 1996.

(Corporate Seal)

DICKEY PACKING COMPANY, INC.
a Georgia Corporation

By: *Robert L. Dickey, II*
Robert L. Dickey, II
President

Attest: *Robert L. Dickey, III*
Robert L. Dickey, III
Secretary

(Corporate Seal)

DICKEY FARMS, INC.
a Georgia Corporation

By: *Robert L. Dickey, II*
Robert L. Dickey, II
President

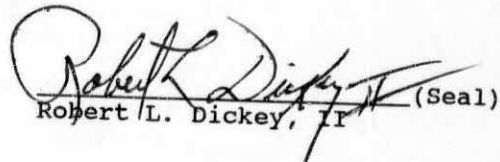
Attest: *Robert L. Dickey, III*
Robert L. Dickey, III
Secretary

SECRETARY OF STATE
Dec 18 3 23 PM '96
BSR (4)

CERTIFICATION

I, Robert L. Dickey, II, President of Dickey Farms, Inc., hereby certify that a request for notice of intent to file Articles of Merger of Dickey Packing Company, Inc. into Dickey Farms, Inc. and payment therefor has been made to Macon Telegraph & News as required by Official Code of Georgia Annotated, Section 14-2-1105.1.

This 1st day of December, 1996.

 (Seal)
Robert L. Dickey, II

SMITH, HAWKINS, HOLLINGSWORTH & RUMPH

A LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW
POST OFFICE BOX 6495
688 WALNUT STREET • SUITE 100
MACON, GEORGIA 31208-6495

G. BOONE SMITH, III
J. RENÉ HAWKINS, JR.
DAVID S. HOLLINGSWORTH
ALAN H. RUMPH

December 16, 1996

TELEPHONE (912) 743-4436
TELECOPIER (912) 746-8722

Secretary of State
Corporations Department
Suite 306, West Tower
2 Martin Luther King Jr. Dr., SE
Atlanta, Ga 30334

RE: Merger of Dickey Packing Company, Inc.
into Dickey Farms, Inc.

411
12-18-96

9426686 SP

SUBVISED BY DP 902215 ✓

Gentlemen:

Enclosed herein are the Articles of Merger of Dickey Packing Company, Inc., a Georgia corporation, into Dickey Farms, Inc., a Georgia corporation, for filing in your office. Also enclosed are two copies of said Articles, together with our check in the amount of \$20.00 payable to you.

Also enclosed is a Certificate verifying that the request for publication of a Notice of Intent to file the Articles of Merger with the Secretary of State has been made as required by Official Code of Georgia Annotated, Section 14-2-1105.1.

Yours very truly,

Boone

G. Boone Smith, III

/clw

Encl.