

**F1500004492**  
Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)205-8842  
Fax Number : (850)878-5368

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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Fresh Express Incorporated**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

OCT 12 2015  
J. HARRIS

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Corporate Filing Menu

Help

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Qualification of Fresh Express Incorporated

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Barbara Howland

Name of Person

Chiquita Brands International, Inc.

Firm/Company

550 South Caldwell Street

Address

Charlotte, North Carolina 28202

City/State and Zip code

bhowland@chiquita.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Howland

980

636-5167

at ( )

Name of Person

Area Code

Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Fresh Express Incorporated

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Fresh Express Brands Incorporated

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 94-2591533  
(State or country under the law of which it is incorporated) (FEI number, if applicable)  
4. 03/26/1979 5. N/A  
(Date of incorporation) (Date of duration, if other than perpetual)

2015

6. (Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 550 South Caldwell Street, Charlotte, NC 28202  
(Principal office address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, FL 33324  
(City) (Zip code)

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9. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Thorne Kearney Asst. Secretary

(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Hugh Thompson, Manager

Address: 550 South Caldwell Street

Charlotte, NC 28202

Director: Kenneth Diveley, Manager

Address: 550 South Caldwell Street

Charlotte, NC 28202

**B. OFFICERS**

President: Kenneth Diveley

Address: 550 South Caldwell Street

Charlotte, NC 28202

Vice President: Antonio Calisto Pato

Address: Route de l'Etraz, A-1 Business Centre

Rolle, Switzerland

Secretary: Barbara Howland

Address: 550 South Caldwell Street, Charlotte, NC 28202

Treasurer: Darcilo Santos, Vice President and Treasurer

Address: Route de l'Etraz, A-1 Business Centre, Rolle, Switzerland

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. *Barbara M. Howland*  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Barbara Howland, Secretary

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

10/9/2015 10:38:56 AM From: To: 8506176383( 5/6 )

**Exhibit A**

**Managers of Fresh Express Incorporated**

Darcilo Santos  
Manager  
Route de l'Etraz, A-1 Business Centre  
Rolle, Switzerland

**Officers of Fresh Express Incorporated**

John Olivo  
Vice President  
550 South Caldwell Street  
Charlotte, NC 28202

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRESH EXPRESS INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF OCTOBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



869748 8300

SR# 20150361713

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10172562

Date: 10-02-15