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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

PRODUCE EXPRESS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
PRODUCE EXPRESS, INC.
7447 NORTH WEST 57TH STREET
TAMARAC, FLORIDA 33319

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ARTICLE I

The name of the corporation is PRODUCE EXPRESS, INC.
7447 NORTH WEST 57TH STREET TAMARAC, FLORIDA 33319

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value stock, which shall be designated as "COMMON STOCK".

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7447 NORTH WEST 57TH STREET TAMARAC, FLORIDA 33319, and the name of the initial registered agent of this corporation at this address is CARL S. PITTER

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

PHILLIP SHANE LEE
P.O. BOX 550490
FORT LAUDERDALE, FL 33355

CAROL F. LEE
P.O. BOX 550490
FORT LAUDERDALE, FL 33355

PREPARED BY:
CARL S. PITTER

SMALL BUSINESS
ACCOUNTING & TAXES, INC.

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ARTICLE VII - OFFICERS

The name and address of the initial officers of the corporation are:

PRESIDENT:

PHILLIP SHANE LEE
P.O. BOX 550490
FORT LAUDERDALE, FL 33355

VICE PRESIDENT:

CAROL F. LEE
P.O. BOX 550490
FORT LAUDERDALE, FL 33355

TREASURER:

PHILLIP SHANE LEE
P.O. BOX 550490
FORT LAUDERDALE, FL 33355

SECRETARY:

CAROL F. LEE
P.O. BOX 550490
FORT LAUDERDALE, FL 33355

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES is:

PHILLIP SHANE LEE
P.O. BOX 550490
FORT LAUDERDALE, FL 33355

IN WITNESS THEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION on the 13TH day of JULY, 2000

X _____
Phillip Shane Lee

(STATE OF FLORIDA
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County setforth above, personally appeared PHILLIP SHANE LEE, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13TH day of JULY, 2000.



Paulette Gardner
Commission # CD 815421
Expires Mar. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Paulette Gardner
NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Carl S. Pittter

RESIDENT AGENT: CARL S. PITTER

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