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March 13, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
01 MAR 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

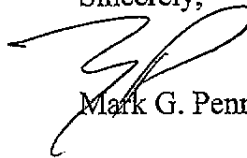
RE: Incorporation of An Apple A Day..., Inc.

Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation of An Apple A Day..., Inc., and the Designation of Registered Agent. Also enclosed is a check in the sum of \$78.50 for the filing fee of the articles of incorporation, designation agent, and a certified copy.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Mark G. Pennington

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF
AN APPLE A DAY..., INC.

ARTICLE I—NAME

The name of this corporation is **An Apple A Day ... , Inc.**

ARTICLE II—PRINCIPAL ADDRESS

The principal address of this corporation is 2 East Independent Drive, # 121, Jacksonville, Florida 32202.

ARTICLE III—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV—PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as a profit organization, and:

1. To engage in the business of sales of foodstuffs, including fresh produce.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V—CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock that shall be designated as "Common Shares."

ARTICLE VI—PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 1700, Jacksonville, Florida 32202, and the name of the initial registered agent of this

corporation at that address is Mark G. Pennington, Esquire.

ARTICLE VIII - SHAREHOLDER RUN CORPORATION

This is a closely held family corporation with the intent to be a family run business, therefore the Shareholders shall run this company in place of an elected board of directors. The initial officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Elmir Slavic, President (100% Share of Stock)	5459 Cruz Road, Jacksonville, Florida 32207
Jasmin Slavic, Vice-President	5459 Cruz Road, Jacksonville, Florida 32207
Senija Slavic, Secretary/Treasurer	5459 Cruz Road, Jacksonville, Florida 32207
Nail Slavic, Director	5459 Cruz Road, Jacksonville, Florida 32207

ARTICLE IX PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

ARTICLE X ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE XI—INITIAL BOARD OF DIRECTORS

This corporation shall have 5 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

1. Elmir Slavic, President, 5459 Cruz Road, Jacksonville, Florida 32207
2. Jasmin Slavic, Vice-President, 5459 Cruz Road, Jacksonville, Florida 32207
3. Senija Slavic, Secretary/Treasurer, 5459 Cruz Road, Jacksonville, Florida 32207
4. Nail Slavic, Officer, 5459 Cruz Road, Jacksonville, Florida 32207

ARTICLE XII—INCORPORATORS

The name and address of the Incorporator signing these articles is: Elmir Slavic, President, 5459 Cruz Road, Jacksonville, Florida 32207

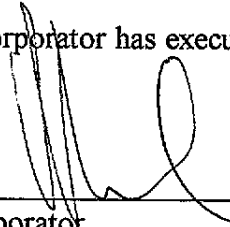
ARTICLE XIII—INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

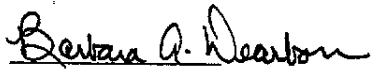
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9th day of March 2001.

By 
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Elmir Slavic, President of An Apple A Day..., Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9th day of **MARCH** 2001.


NOTARY PUBLIC, State of Florida
at Large

My commission expires:

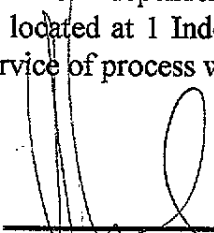
Barbara A. Dearborn
COMMISSION # CC669551 EXPIRES
August 5, 2001
ISSUED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

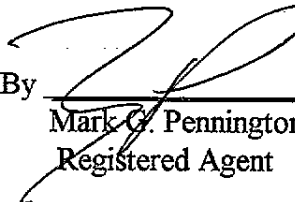
FIRST that **An Apple A Day..., Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2 East Independent Drive, Jacksonville, Florida 32202, has named **Mark G. Pennington, Esquire**, located at 1 Independent Drive, Suite 1700, Jacksonville, Florida, 32202 as its agent to accept service of process within Florida.

Dated: 3/9/01



Elmir Slavic, Incorporator

Having been named to accept service of process for the above named 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 to the proper performance of my duties.

By 

Mark G. Pennington
Registered Agent

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TALLAHASSEE FLORIDA