



ACCOUNT NO. : 0721000000032

REFERENCE : 630203 81095A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : July 12, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 630203

CUSTOMER NO: 81095A

CUSTOMER: Thomas W. Johnston, Esq  
THOMAS W. JOHNSTON, ESQUIRE

Suite 103  
1201 East Atlantic Boulevard  
Pompano Beach, FL 33060

DOMESTIC FILING

NAME: AKIN & PORTER PRODUCE SOUTH,  
INC.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrina Randolph

EXAMINER'S INITIALS:

T. BROWN JUL 12 1995

FILED  
95 JUL 12 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AKIN & PORTER PRODUCE SOUTH, INC.

FILED  
95 JUL 12 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

AKIN & PORTER PRODUCE SOUTH, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. The wholesale and retail marketing of fresh produce.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 25,000. Such shares shall be of a single class and shall have a par value of \$1.00. The shares shall be designated "common shares".

#### ARTICLE V

The address of the principal office and mailing address of the corporation is 1201 East Atlantic Boulevard, Suite 103, Pompano Beach, Florida 33060. The name and address of the initial Registered Agent is Thomas W. Johnston, 1201 East Atlantic Boulevard, Suite 103, Pompano Beach, Florida 33060.

#### ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The name and address of the person who is to serve as the member of the initial board of directors is:

Thomas W. Johnston  
1201 East Atlantic Boulevard, Suite 103  
Pompano Beach, Florida 33060

#### ARTICLE VII

The name and address of the incorporator is:

Thomas W. Johnston  
1201 East Atlantic Boulevard, Suite 103  
Pompano Beach, Florida 33060

#### ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

#### ARTICLE IX

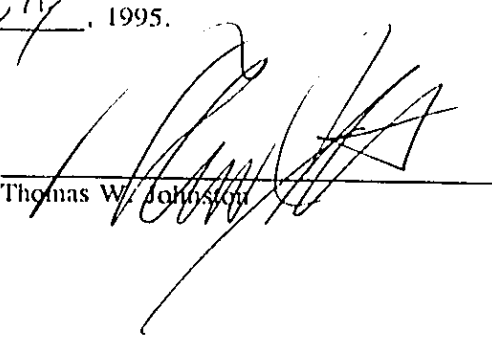
Every shareholder, upon the sale of any new stock of this corporation of the same kind,

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 the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of July, 1995.

  
\_\_\_\_\_  
Thomas W. Johnston

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

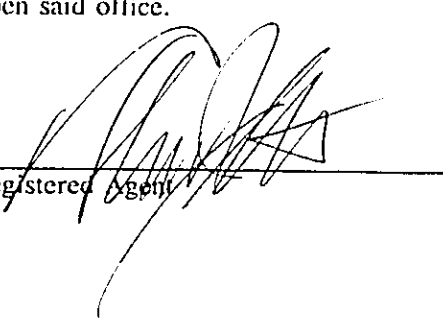
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

First, that Akin & Porter Produce South, Inc. is qualified to do business under the laws of the State of Florida with its principal office at 1201 East Atlantic Boulevard, Suite 103, Pompano Beach, County of Broward, State of Florida, has appointed Thomas W. Johnston, 1201 East Atlantic Boulevard, Suite 103, Pompano Beach, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By:   
Registered Agent

P95000053615

JOHNSTON, THOMAS AND BILLINGTON

A PARTNERSHIP OF PROFESSIONAL ASSOCIATES

THE CLAY BUILDING, SUITE 100  
100 EAST ATLANTIC BOULEVARD  
POMPANO BEACH, FLORIDA 33060-7103

THOMAS W. JOHNSTON, P.A.  
THOMAS W. JOHNSTON  
TEL 954 942 0033  
FAX 954 942 1050

THOMAS AND BILLINGTON, P.A.  
BARRY P. BILLINGTON  
JAMES B. THOMAS, RETIRED  
TEL 954 942 7200  
FAX 954 942 3050

April 10, 1996

Division of Corporations  
Amendments Section  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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Re: Akin & Porter Produce South, Inc.

Gentlemen:

Enclosed for filing is an original and one duplicate original of the Articles of Amendment to Articles of Incorporation of Akin & Porter Produce South, Inc. Also enclosed is this firm's check in the amount of \$87.50 for the filing fee and for a certified copy of the Articles of Amendment. Thank you.

Very truly yours,

Thomas W. Johnston, P.A.

Thomas W. Johnston

TWJ/ssk  
95015.2

Enclosure: Articles of Amendment to Articles of Incorporation  
Check, \$87.50

96 APR 15 PM 2:06

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

96 APR 15 PM 2:06

Pursuant to Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is:

**Akin & Porter Produce South, Inc.**

SECOND. The following amendment to the Articles of Incorporation was adopted by the corporation:

**ARTICLE I**

The name of the corporation is:

**Fresh Start Produce Sales, Inc.**

THIRD: The amendment was adopted by the director and incorporator of the corporation on the 11 day of April, 1996. Shareholder is not required.

DATED this 11 day of April, 1996.

By: [Signature]

Thomas W. Johnston, Director  
and Incorporator