

P96000005212

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: CLEMONS PRODUCE, INC.
(Proposed corporate name)

200001635482
-01/23/96--01027--006
*****122.50 *****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00

FROM:

James S. Clemons, Jr.
Name (printed or typed)

1747 Anderson Street
Address

Clermont, FL 34711
City, State, & Zip

352-394-1206
Telephone Number

FILED
96 JAN 17 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-623
2287

B. REGISTER JAN 9 1996
685, 671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1996

JAMES S CLEMONS, JR
1747 ANDERSON STREET
CLERMONT, FL 34711

SUBJECT: CLEMONS PRODUCE, INC.
Ref. Number: W96000000623

We have received your document for CLEMONS PRODUCE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 796A00000960

ARTICLES OF INCORPORATION

OF

CLEMONS PRODUCE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Clemons Produce, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1747 Anderson Street
Clermont, Fl. 34711

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

(100) ONE HUNDRED shares of common stock having a par value of (\$1.00)
ONE DOLLAR per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

James S. Clemons, Jr.
1747 Anderson Street
Clermont, Florida 34711

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TALLAHASSEE, FLORIDA

ARTICLE V PURPOSE

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

ARTICLE VI TERM OF EXISTANCE

The corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE VII INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII INCORPORATOR(S)

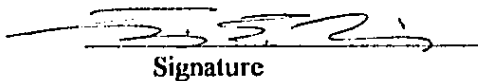
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

James S. Clemons, Jr.
1747 Anderson Street
Clermont, Florida 34711

Erich B. Fischer
154 E. Highland Avenue
Clermont, Florida 34711

The undersigned incorporators have executed these Articles of Incorporation this
1st. day of January, 1996.


Signature


Signature

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation : Clemons Produce, Inc.

2. The name and address of the registered agent and office is:

James S. Clemons, Jr.
(NAME)

1747 Anderson Street
(P.O. BOX NOT ACCEPTABLE)

Clermont, Fl. 34711
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

1-02-96