

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

P96 000047013



networks

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 965747 10473A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 24, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 965747

CUSTOMER NO: 10473A

CUSTOMER: Michael A. Fischler, Esq  
FISCHLER & FRIEDMAN, P.A.

116 Southeast 6th Court

Ft. Lauderdale, FL 33301

FILED  
STATE  
SECRETARY OF CORPORATIONS  
96 MAY 30 PM 12:23

800001889186  
-05/24/96--01099--006  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: R E P ENTERPRISES, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

503-672  
W96-11235  
502.

96 MAY 24 PM 1:14  
DIVISION OF CORPORATIONS

Handwritten initials: *gr*  
Date: *6/4/96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 30 PM 12: 23

May 30, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: R & R PRODUCE, INC.  
Ref. Number: W96000011235

## RESUBMIT

Please give original  
submission date as file date.

We have received your document for R & R PRODUCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 296A00027018

RECEIVED  
96 JUN -1 AM 10: 24  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 30 PM 12: 23

May 28, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: R & R ENTERPRISES, INC.  
Ref. Number: W96000011235

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for R & R ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 496A00026519

RECEIVED  
96 MAY 30 AM 10: 36  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

ProFresh Enterprises, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAY 30 PM 12: 23

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation shall be:

ProFresh Enterprises, Inc.

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$1.00 par value per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED  
OFFICE AND PRINCIPAL OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Michael A. Fischler, Esq.  
Fischler & Friedman, P.A.  
116 Southeast 6th Court  
Fort Lauderdale, Florida 33301

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have at least one director.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischler, Esquire and his address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301.

ARTICLE VII

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the

officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

#### ARTICLE IX

##### AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

#### ARTICLE X

##### CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 29th day of May, 1996.

  
MICHAEL A. FISCHLER, Incorporator

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF BROWARD )

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 30 PM 12: 23

The foregoing instrument was acknowledged before me on this 3rd day of June, 1996, by Michael A. Fischler, as Incorporator, who is personally known.



(SEAL)

SHERI A. HARTMAN  
My Commission CC467070  
Expires May 24, 1999  
Bonded by IAI  
800-422-1888

*Sheri Hartman*  
Notary Public  
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

ProFresh Enterprises, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at: 95A N.W. 13th Avenue, Pompano Beach, Florida 33069, has named Michael A. Fischler, Esq., whose address is Fischler & Friedman, P.A., 116 S.E. 6th Court, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

*Michael A. Fischler*  
MICHAEL A. FISCHLER, ESQUIRE