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Florida Accounting Service

Park Plaza Professional Building
533 N. Nova Road • Suite 115
Ormond Beach, Florida 32174

City/State/Zip

Phone #

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*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Produce America On-Line, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

99 JAN 28 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials J.A.

2/2/99

ARTICLES OF INCORPORATION
OF
PRODUCE AMERICA ON-LINE, INC.

FILED
99 JAN 28 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: Produce America On-Line, Inc.

ARTICLE II: DURATION

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

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business activities in the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$ 1.00 par value common stock.

ARTICLE V: QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the corporation's by-laws, a majority of the shares entitles to vote, represented in by person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is: 3777 Sweet Grove Court, Port orange, FL 32119 and the name of the initial registered agent of this corporation is: WILFRED J. BADER whose address is: 3777 Sweet Grove Court, Port Orange, FL 32119.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either increase or diminish from time to time in the manner provided in the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

WILFRED J. BADER
3777 Sweet Grove Court
Port Orange, FL 32119

ARTICLE VIII: INCORPORATOR

The name and address of the corporation's incorporator is:

WILFRED J. BADER
3777 Sweet Grove Court
Port Orange, FL 32119

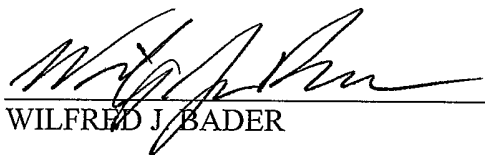
ARTICLE IX: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's Board of Directors.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

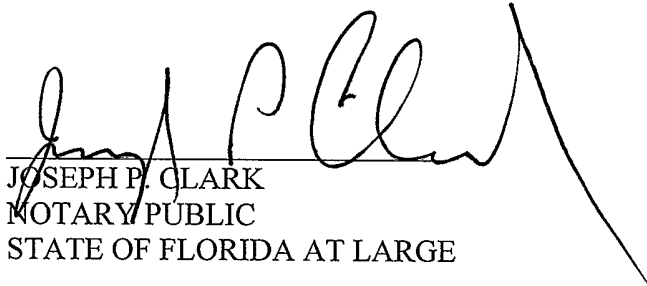
IN WITNESS HEREOF, I, the subscriber above-named, as the incorporator of PRODUCE AMERICA ON-LINE, INC. have hereunto set my hand and seal this 26 day of JANUARY, 1999.


WILFRED J. BADER

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, The undersigned authority, personally appeared WILFRED J. BADER, to me well known and known to be the person described in and who subscribed to the above foregoing Articles of Incorporation and who freely and voluntarily acknowledges before me that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I hereunto set my hand and seal at Ormond Beach, Volusia County, Florida, this 26 day of JANUARY 1999.

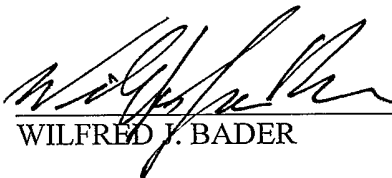

JOSEPH P. CLARK
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

 **JOSEPH P. CLARK**
COMMISSION # CC 523987
EXPIRES JAN 12, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED AGENT
OF
PRODUCE AMERICA ON-LINE, INC.

The above-named corporation designed to organize under the Laws of the State of Florida with its principle office being located at 3777 Sweet Grove Court, Port Orange, FL 32119, as indicated within the Articles of Incorporation, within the city limits of Daytona Beach, Florida, herein names WILFRED J. BADER as Resident Agent, whose address is: 3777 Sweet Grove Court, Port Orange, FL 32119, to accept service of process within this state.

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

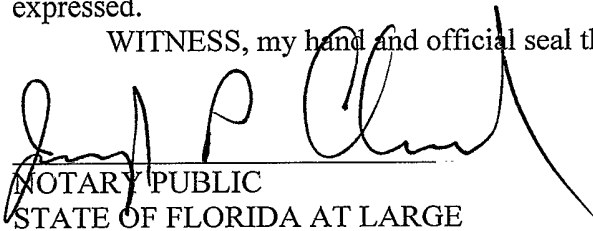

WILFRED J. BADER

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, personally appeared, WILFRED J. BADER, to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instruments for the purpose therein expressed.

WITNESS, my hand and official seal this 26 day of JANUARY 1999.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



JOSEPH P. CLARK
COMMISSION # CC 523987
EXPIRES JAN 12, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.