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DIVISION OF CORPORATION

FOREIGN PROFIT/NONPROFIT CORPORATION

SGF Produce Holding Corp.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO THE SECRETARY OF STATE
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. TALLAHASSEE, FLORIDA

1. SCF Produce Holding Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 26-2774867
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 5, 2008 5. Perpetual.
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 701 West Kimberly, Ste. 210
(Principal office address)
Placentia, California 92870
(Current mailing address)

8. All lawful purposes.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: Kelly Snedden
(Registered agent's signature)

Kelly Snedden
Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Please see attached Exhibit A.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached Exhibit A.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Melissa K. Kline

(Signature of Director or Officer listed in number 12 of the application)

14. Melissa Kline, Vice President & Assistant Treasurer

(Typed or printed name and capacity of person signing application)

Exhibit A

**DIRECTORS & OFFICERS OF
SGF PRODUCE HOLDING CORP.**

The business address for the following Directors & Officers is 5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486:

Director:	F. Dixon McElwee, Jr.
Director:	Clarence E. Terry
Vice President & Assistant Secretary	Michael J. McConvery
Vice President & Assistant Secretary	Mark Hajduch
Vice President & Assistant Treasurer	Melissa Klafter

The business address for the following Directors & Officers is 701 West Kimberly, Ste. 210, Placentia, California 92870:

Director:	Edward Haft
President & Chief Executive Officer:	Edward Haft
Chief Financial Officer:	Joseph McCarthy
Treasurer and Secretary:	Roxane Fuller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SGF PRODUCE HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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ATLANTA, GEORGIA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6681281

DATE: 06-24-08