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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700001525197
-06/28/95--01014--006
*****78.75 *****78.75

SUBJECT: North Bay Produce, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Laura A. Reed
(Name of Person)
North Bay Produce, Inc.
(Firm/Company)
P. O. Box 988
(Address)
Traverse City, MI 49685-0988
(City, State and Zip Code)

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Mark A. Girardin at (616) 946 - 1941
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Roy Hackert

Address: 3958 West Chauvez Road
Ludington, MI 49431

Vice Chairman: George Wright

Address: 13375 Bolding Road
Belding, MI 48809

Director: See list

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Roy Hackert

Address: 3958 West Chauvez Road
Ludington, MI 49431

Vice President: Richard L. Bogard

Address: 1771 North U.S. 31, South
Traverse City, MI 49684


Vice President ~~XXXXXXXXXX~~ Mark A. Girardin

Address: 1771 North U.S. 31, South
Traverse City, MI 49684

Secretary/Treasurer: Randy Adkin

Address: Rt. 4, 65th Street, South Haven, MI 48090

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark A. Girardin, Vice President Sales & Marketing
(Typed or printed name and capacity of person signing application)

NORTH BAY PRODUCE, INC.

List of Officers, Members and Directors

Officers

Roy Hackert President and Chairman of the Board
3958 West Chauvez Road, Ludington, MI 49431

George Wright Vice-Chairman of the Board
13375 Belding Road, Belding, MI 48809

Richard L. Bogard Vice President Operations & Finance
1771 N. U.S. 31, South, Traverse City, MI 49684

Mark A. Girardin Vice President Sales & Marketing
1771 N. U.S. 31, South, Traverse City, MI 49684

Randy Adkin Secretary/Treasurer
Rt. 4, Box 231A, 65th St., South Haven, MI 49090

Directors

Stockholders/Members

Randy Adkin Adkin Blue Ribbon Packing Co., Inc.
Rt. 4, Box 231A, 65th St., South Haven, MI 49090

Robert Reister Cherry Growers, Inc.
6331 U.S. 31, South, Grawn, MI 49637

Patricio Ocampo Eupro S.A.
Maipu 942 P150 20° (1340), Buenos Aires, Argentina

Jorge Checa, Jr. Exportadora Fruticola, del sur LTDA
R. Rivera Navarrete 451 (Of. 301), Lima 27, Peru

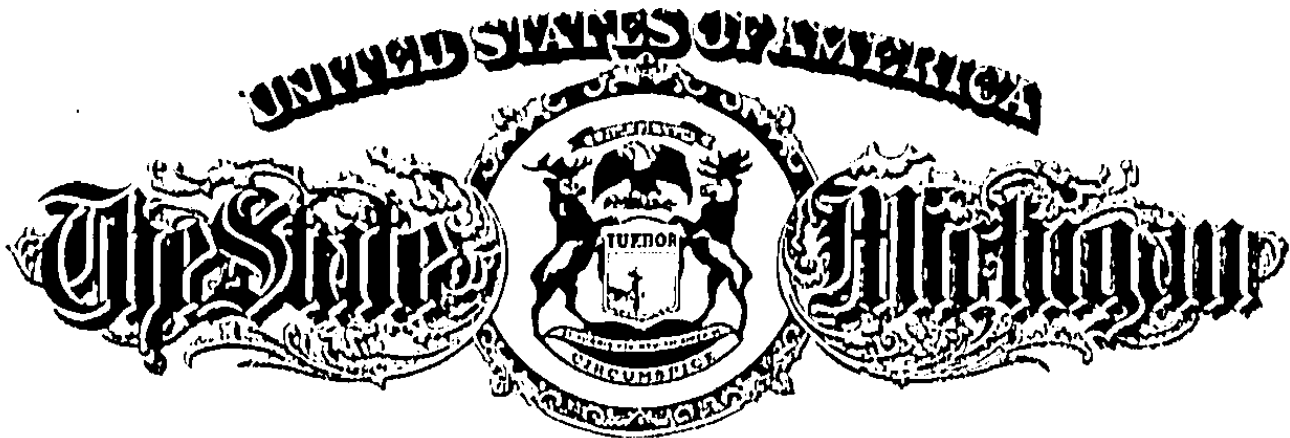
George Wright H & W Farms
13375 Belding Road, Belding, MI 48809

Roy Hackert Mason County Fruit Packers Cooperative, Inc.
3958 West Chauvez Road, Ludington, MI 49431

Ron Reister F. G. Reister & Sons
1718 Gooding Road, Conklin, MI 49403

Manuel Ramila Tierra Fria
10 Calle 1-40 Zona 9, Guatemala City, Central America

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Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

NORTH BAY PRODUCE, INC.

was validly incorporated on August 5, 1991, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of June, 1995.

Carl L. [Signature], Director
Corporation & Securities Bureau