F96000002469

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

500001787255
-04/19/96--01052--010
*****70.00 *****70.00

CORPORATION(S) NAME

Gargiulo, Inc.

FILED
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DIVISION OF CORPORATIONS
96 MAY 15 PM 2:41

(X) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

W96-8506
mtm

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of R.A.
( ) Fictitious Name

( ) Certified Copy
( ) Photo Copies
( ) CUS / G/S

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Acknowledgment	
W.P. Verifier	

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CR2E031 (1-89)

5/16/96

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 19, 1996

CT CORP

SUBJECT: GARGIULO, INC.
Ref. Number: W96000008506

d/b/a Gargiulo Inc. of Delaware

We have received your document for GARGIULO, INC. and your check(s) totaling $70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 496A00018541

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CERTIFICATE REGARDING RESOLUTION

OF

BOARD OF DIRECTORS OF

GARGIULO, INC.

The undersigned, James Mercer, the President and Chief Operating Officer of Gargiulo, Inc., a Delaware corporation, ("Company") does hereby certify that the following resolution of the Board of Directors of the Company was duly adopted at a meeting duly held on May 6, 1996:

Resolved that Gargiulo, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby adopts the name "Gargiulo, Inc. of Delaware" for use in Florida.

Executed this 10th day of May, 1996.

JAMES MERCER, President and
Chief Operating Officer of Gargiulo, Inc.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

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

1. Gargiulo, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 65-0371132
(FEI number, if applicable)

4. November 17, 1992
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

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7. 15000 Old U.S. 41 North, Naples, Florida 33963
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be qualified
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

John J Linnihan, Assistant Vice President
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: See attached list

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

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(FLA. 2189)

Treasurer: ______________________

Address: ______________________

____

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. Jeffrey D. Gargiulo, Chairman
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Appendix to Florida
Application for Certificate of Authority

Directors of
Gargiulo, Inc.

1. Dr. Ron Fraley
   800 N Lindbergh Blvd
   St. Louis, Missouri 63167

2. Roger Salquist
   1920 Fifth Street
   Davis, California 95616

3. Lloyd Kunimoto
   1920 Fifth Street
   Davis, California 95616

4. Jeffrey D. Gargiulo
   15000 Old U.S. 41 North
   Naples, Florida 33963

5. John R. Gargiulo
   480 West Beach Street
   Watsonville, California 95077

6. Hendrik Verfaillie
   800 N Lindbergh Blvd
   St. Louis, Missouri 63167

7. Allen J. Vangelos
   15661 Redhill Avenue
   Tustin, California 92680

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Officers of
Gargiulo, Inc.

1.	Jeffrey D. Gargiulo 15000 Old U.S. 41 North Naples, Florida 33963	President, Chairman of the Board and Chief Executive Officer
2.	Christian Leleu 1920 Fifth Street Davis, California 95616	Secretary and Treasurer

STL-362231.1

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GARGIULO, INC." 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 FIRST DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

2316174 8300

960093317

AUTHENTICATION: 7889777

DATE: 04-01-96

F96000002469

1200 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 078659 121767A

AUTHORIZATION :

COST LIMIT : $ 35.00 Patricia Pizzuto

ORDER DATE : September 9, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 078659

CUSTOMER NO: 121767A

100001942251

CUSTOMER: Martin J. Genauer, Esq
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

SH 9/9

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GARGIULO, INC.

Attn: Steve Harris

EFFICTIVE DATE:

Changing to home state Name

X____ ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
_X_____ PLAIN STAMPED COPY
_______ CERTIFICATE OF GOOD STANDING

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DIVISION OF CORPORATIONS

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: ________

CERTIFICATE REGARDING RESOLUTION
OF
BOARD OF DIRECTORS
OF
GARGIULO, INC.

The undersigned, Jeffrey D. Gargiulo, the Chairman and Chief Executive Officer of Gargiulo, Inc., a Delaware corporation, ("Company") does hereby certify that the following resolution of the Board of Directors of the Company was duly adopted by the Board of Directors of the Company on September 3, 1996:

Resolved that Gargiulo, Inc., a corporation organized and existing under the laws of the State of Delaware, and qualified to do business in the State of Florida, hereby changes its name for purposes of doing business in the State of Florida from "Gargiulo, Inc. of Delaware" to "Gargiulo, Inc.", effective immediately.

Executed this 3rd day of September, 1996.

Jeffrey D. Gargiulo, Chairman and
Chief Executive Officer of Gargiulo, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gargiulo INC.
GROWERS SHIPPERS IMPORTERS EXPORTERS

F96000002469

July 17, 1997

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

RE: Gargiulo, Inc.
Document No. F96000002469

Ladies and Gentlemen:

Please be advised that the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation contained an inadvertent error. The FEI number for the corporation was incorrectly stated as 65-0371132. The correct FEI number for the corporation is **43-1627149.** Kindly update the records of the Secretary of State's Office to reflect the foregoing.

If you have any questions or require further information, please do not hesitate to contact Rick Walker in our office at (941) 592-3131.

Very truly yours,

By
Christian K. Leleu, CEO and President

FEI ONLY

KS 7/21

15000 Old 41 North, Naples, Florida 34110 • (941) 597-3131 Fax (941) 597-8963