

F99 0000004554

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PRODUCE AMERICA 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:

<u>BERNADETTE KLUK</u> (Name of Person)	400002880964--4 -05/20/99--01048--002 *****70.00 *****70.00
<u>FRESHPOINT, INC.</u> (Firm/Company)	W99-11972 400002880964--4 -05/17/99--01095--001 *****150.00 *****150.00
<u>15305 DALLAS PARKWAY, SUITE 1010</u> (Address)	400002880964--4 -07/19/99--01115--001 *****500.00 *****500.00
<u>DALLAS, TX 75248</u> (City/State/Zip)	

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

Stacy Kohn at (972) 392-8115
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

SEP 22 AM 10:10
SECRETARY OF REVENUE
DIVISION OF CORPORATIONS

mtw
9/2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 21, 1999

BERNADETTE KRUK
FRESHPOINT, INC.
15305 DALLAS PKWY, STE 1010
DALLAS, TX 75248

SUBJECT: PRODUCE AMERICA, INC.
Ref. Number: W99000011972

We have received your document for PRODUCE AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

99 SEP -2 12:10:10

FILED
RECEIVED
SEP 22 1999
TALLAHASSEE
FLORIDA

Michael Mays
Document Specialist

Letter Number: 899A00028280

59 SEP -2 AM 10:10

SECRET
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: July 7, 1999

RE: Fresh Point, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1998 of \$ 150 and foreign non-qualified penalties for the same period of \$ 500 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that upon resolution of other outstanding issues corporation be issued a certificate of authority.

/gty

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FILED
STATE OF FLORIDA
TALLAHASSEE
SEP 10 1999

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Bernadette Kruk, do hereby certify
(Name)

that this Resolution of the Board of Directors of Produce America, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on July 26, 1999

Be it resolved, that Produce America
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Produce America Pompano, Inc. for use in Florida.

Dated: 7/26/99

Bernadette Kruk
Signature of either Chairman, Vice Chairman or any officer

Bernadette Kruk
Type or print name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. PRODUCE AMERICA, 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 3. 77-0455370
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 6th 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 06/01/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15305 DALLAS PARKWAY, SUITE 1010
DALLAS, TX 75248
(Current mailing address)

8. WHOLESALE PRODUCE DISTRIBUTION
(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 or Mail Drop Box NOT acceptable)

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAVES STREET

TALLAHASSEE, Florida, 32301
(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.

Wendy Colley

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: MITT PARKER

Address: 15305 DALLAS PARKWAY, SUITE 1010
DALLAS, TX 75248

Vice Chairman: BRIAN STURGEON

Address: 15305 DALLAS PARKWAY, SUITE 1010
DALLAS, TX 75248

Director: MIKE WILLIAMS

Address: 744 LA GUARDIA, SUITE B
SALINAS, CA 93905

Director: _____

Address: _____

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

President: MIKE WILLIAMS

Address: 744 LA GUARDIA, SUITE B
SALINAS, CA 93905

Vice President: LARRY BROWN

Address: 744 LA GUARDIA, SUITE B
SALINAS, CA 93905

Secretary: BRIAN STURGEON

Address: 15305 DALLAS PARKWAY, SUITE 1010
DALLAS, TX 75248

Treasurer: BRIAN STURGEON

Address: 15305 DALLAS PARKWAY, SUITE 1010
DALLAS, TX 75248

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

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

14. BERNADETTE KRUK, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY
DIVISION
99 SEP -2 1110:10

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

Continuation Sheet – Question 12B

Assistant Secretary: Bernadette Kruk

Address: 15305 Dallas Parkway, Suite 1010
Dallas, Texas 75248

99 SEP -2 AM 10:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
REGISTRATION
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRODUCE AMERICA, 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 SEVENTH DAY OF MAY, A.D. 1999.

99 SEP -2 AM 10:10
SECRETARY'S OFFICE
DIVISION OF STATE RECORDS





Edward J. Freel, Secretary of State

2682164 8300

991179323

AUTHENTICATION:

9730975

DATE:

05-07-99