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\*\*\*\*\*35.00 \*\*\*\*\*35.00

June 18, 2002

FLORIDA SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: **PRODUCE AMERICA, INC.**

Dear Filing Officer:

Enclosed please find a Statement of Change of Registered Office/Agent for the above referenced name, which is to be filed in your office. Also enclosed is our check #4306 in the amount of \$35.00 for the filing fee. After filing, please return the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact x153 at 800-345-4647.


Thank you,

*M. Simmons*

Myra Simmons  
Registered Agent Services  
Enclosures

FILED  
02 JUN 24 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Return acknowledgment to:

  
**Capitol Corporate Services, Inc.**  
P.O. Box 1831 Austin, TX 78767  
800/345-4647

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: PRODUCE AMERICA, INC., doing business in Florida  
as PRODUCE AMERICA POMPANO, INC.

2. The mailing address of the corporation is: \_\_\_\_\_  
1390 Enclave Parkway, Houston, TX 77077

3. Date of incorporation/qualification: 09/02/1999 Document number: F99000004554

4. The name and address of the current registered agent and office:

Corporation Service Company  
1201 Hays Street

Tallahassee, FL 32301-2525

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Capitol Corporate Services, Inc.

1333 North Duval St.

Tallahassee, FL 32303

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Paula J. Bixie  
(Signature of an officer, chairman or vice chairman of the board)

5/22/02  
(Date)

PAULA J. BIXIE ASST. SECRETARY  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Delanie Case  
(Signature of Registered Agent)

6-18-02  
(Date)

If signing on behalf of an entity:

Delanie Case  
(Typed or Printed Name)

Asst. Sec.  
(Capacity)

\*\*\* FILING FEE: \$35.00 \*\*\*

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