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B. KOHR

SEP 21 2010

EXAMINER

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**DATE: 09-21-10**

**NAME: ADAMS PRODUCE COMPANY LLC**

**TYPE OF FILING: APPLICATION FOR FOREIGN LLC**

**COST: \$160**

**RETURN: CERTIFICATE OF STATUS & CERTIFIED COPY**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

**1. Adams Produce Company LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Adams Produce Enterprises LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

**2. Delaware**

(Jurisdiction under the law of which foreign limited liability company is organized)

**3. 01-0973428**

(FEI number, if applicable)

**4. July 8, 2010**

(Date of Organization)

**5. perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

**6.**

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

**7. 300 Union Hill Drive, Suite 300**

Birmingham, AL 35209

(Street Address of Principal Office)

**8. If limited liability company is a manager-managed company, check here ☐**

**9. The name and usual business addresses of the managing members or managers are as follows:**

Adams Produce Company, Inc., 300 Union Hill Drive, Suite 300, Birmingham, AL 35209

Grinstead Corporation, 300 Union Hill Drive, Suite 300, Birmingham, AL 35209

**10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)**

**11. Nature of business or purposes to be conducted or promoted in Florida: Distribute, market**

produce & food-related products; engage in all lawful activity.

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**Adams Produce Company, Inc., Member, by John S. Alexander Its Chief Financial Officer**

Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Adams Produce Company LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Adams Produce Enterprises LLC

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

2731 Executive Park Drive, Suite 4

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Weston

FL 33331

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

By:

Gwendolyn Andrews

(Signature)

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE  
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of Adams Produce Company LLC  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Delaware  
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the  
requirements of the s. 608.406, F.S., the limited liability company hereby adopts the  
following name to transact business in the state of Florida:

Adams Produce Enterprises LLC  
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability  
Company, L.L.C., or LLC.)

Date: September 21, 2010

Signature(s) of Manager(s) and/or Managing Member(s):

Adams Produce Company, Inc., Managing Member

By: [Signature]

John S. Alexander, Its Chief Financial Officer

Grinstead Corporation, Managing Member

By: [Signature]

John S. Alexander, Its Vice President

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADAMS PRODUCE COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADAMS PRODUCE COMPANY LLC" WAS FORMED ON THE EIGHTH DAY OF JULY, A.D. 2010.


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

4846006 8300

100902975

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8222949

DATE: 09-13-10