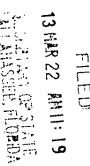
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Office Use Only



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K. SALY EXAMINER MAR 26 2013

COVER LETTER

TO:

Registration Section Division of Corporations

Fresh Produce Holdings, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Marisa Unger				
Name of Person				
Fresh Produce				
Firm/Company				
2865 Wilderness Place				
Address				
Boulder, CO 80301				
City/State and Zip Code				
AP@fpcolor.com				
E-mail address: (to be used for future annual report notification)				

For further information concerning this matter, please call:

N/	-	-		\sim	\sim	-
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			_	 	-	_

Name of Person

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations Registration Section P.O. Box 6327 Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations Registration Section Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Enclosed is a check for the following amount:

□ \$125.00 Filing Fee \$130.00 Filing Fee & □ \$155.00 Filing Fee & Certified Copy

■\$160.00 Filing Fee, Certificate of Status & Certified Copy

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE	STATE OF FLORIDA:
1. Fresh Produce Holdings, LLC	
1. Fresh Produce Holdings, LLC (Name of Foreign Limited Liability Company; must include the company).	le "Limited Liability Company," "L.L.C.," or "LLC.")
	e of transacting business in Florida and attach a copy of the written
consent of the managers or managing members adopting the altern Company," "L.L.C," "LLC,")	nate name. The atternate name must include "Limited Liability
, Delaware	45-4132945
(Jurisdiction under the law of which foreign limited liability company is organized)	(FEI number, if applicable)
_{4.} 12/20/2011	Perpetual
(Date of Organization)	(Duration: Year limited liability company will cease to exist or "perpetual")
5.	
(Date first transacted business in Floi (See sections 608.501 & 608.502 F.S.	rida, if prior to registration.) to determine penalty liability)
2865 Wilderness Place	3
Pouldor CO 90301	2 7
Boulder, CO 80301	of Principal Office)
(baset radiess c	- Fig. 2
3. If limited liability company is a manager-managed of	company, check here
O. The name and usual business addresses of the mana	ging members or managers are as follows:
Thomas Vernon, 2865 Wilderness P	lace, Boulder, CO 80301
Mary Ellen Vernon, 2865 Wilderness	s Place, Boulder, CO 80301
Jo Stone, 2865 Wilderness Place, B	oulder, CO 80301
0. Attached is an original certificate of existence, no more than 90 che jurisdiction under the law of which it is organized. (A photocopy ranslation of the certificate under oath of the translator must be subm	
1. Nature of business or purposes to be conducted or	promoted in Florida: Retail and wholesale
clothing and accessory sales	
nie (
Signature	Source of the state of the stat
•	horized representative of a member. tion of this document constitutes an affirmation under the
in accordance with section over-rough, i.e., the execu	non or and document constitutes an attributable ander the

penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Jo Stone

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.

If unavailable, the alternate to be used in the state of Florida is:					
2. The name	ne and the Florida street address o	f the registered agent and office are:			
	NRAI GERVICES	Name)			
	515 East Park A	venue			
	Florida Street Addı	ess (P.O. Box NOT ACCEPTABLE)			
	Tallahassee	_{FL} 32301			
		City/State/Zip			
liability con registered a statutes rela	spany at the place designated in th gent and agree to act in this capac ting to the proper and complete pe	accept service of process for the above stated limited is certificate, I hereby accept the appointment as ity. I further agree to comply with the provisions of all rformance of my duties, and I am familiar with and tred agent as provided for in Chapter 608, Florida			

\$ 100.00 Fling Fee for Application \$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Jessica Cox, Assistant Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "FRESH PRODUCE HOLDINGS, 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 FOURTEENTH DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRESH PRODUCE HOLDINGS, LLC" WAS FORMED ON THE TWENTIETH DAY OF DECEMBER, A.D. 2011.

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

5083223 8300

130315247

AUTHENTY CATION: 0285816

DATE: 03-14-13

You may verify this certificate online at corp.delaware.gov/authver.shtml