

P0000032943



ACCOUNT NO. : 072100000032  
REFERENCE : 637835 81095A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : March 24, 2000  
ORDER TIME : 12:04 PM  
ORDER NO. : 637835-005  
CUSTOMER NO: 81095A

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 24 PM 2:29

CUSTOMER: Thomas W. Johnston, Esq  
THOMAS W. JOHNSTON, ESQUIRE  
THOMAS W. JOHNSTON, ESQUIRE  
Suite 301, Barnett Bank Bldg.  
2335 East Atlantic Boulevard  
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: AMERICAS PRODUCE COMPANY,  
INC.

EFFECTIVE DATE:

000003183550-7  
-03/24/00-01093-005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2544  
W00-8101

RECEIVED  
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DIVISION OF CORPORATIONS  
TALLAHASSEE  
STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 24 PM 2: 29

**AMERICAS PRODUCE COMPANY, INC.**  
**675 S.W. 12<sup>th</sup> Avenue, Suite 101**  
**Pompano Beach, Florida 33069**

March 28, 2000

Florida Department of State  
Attention: Clarissa  
Documents Examiner  
c/o CSC Networks  
1201 Hays Street  
Tallahassee, FL 32301-2636

Re: Americas Produce Company, Inc.

Dear Clarissa:

Please be advised that we are aware that there exists a Florida corporation by the name of American Produce Company. We were previously informed that our papers were rejected due to our proposed corporation's name conflicting with the aforementioned Florida corporation.

However, we were informed that we could have our Articles of Incorporation accepted with the name Americas Produce Company, Inc. provided that we acknowledge that we are aware of this other corporation with a similar name. Therefore, we acknowledge this and respectfully request that our previously submitted documents be accepted.

Thank you for your cooperation in this matter.

Very truly yours,

Americas Produce Company

  
Douglas R. Warren  
Vice President



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 24 PM 2:29

March 27, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: AMERICAS PRODUCE COMPANY, INC.  
Ref. Number: W0000008101

We have received your document for AMERICAS PRODUCE COMPANY, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 300A00016

RECEIVED  
00 MAR 30 PM 2:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESUB...**

Please give original  
submitted to...

ARTICLES OF INCORPORATION

OF

AMERICAS PRODUCE COMPANY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 24 PM 2: 29

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

AMERICAS PRODUCE COMPANY, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. The wholesale and retail marketing of fresh produce.
2. To transact any other lawful business for which corporations may be incorporated

under the Florida General Corporation Act.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of \$1.00. The shares shall be designated "common shares".

ARTICLE V

The address of the principal office and mailing address of the corporation is 675 S.W. 12<sup>th</sup> Avenue, Suite 101, Pompano Beach, Florida 33069. The name and address of the initial Registered Agent is Thomas W. Johnston, 2335 East Atlantic Boulevard, Suite 301, Pompano Beach, Florida 33062.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Peter A. Warren  
675 S.W. 12<sup>th</sup> Avenue, Suite 101  
Pompano Beach, Florida 33069.

Douglas R. Warren  
675 S.W. 12<sup>th</sup> Avenue, Suite 101  
Pompano Beach, Florida 33069

ARTICLE VII

The name and address of the incorporator is:

Thomas W. Johnston  
Thomas W. Johnston, P.A.  
Johnston, Thomas and Billington, LLP  
2335 East Atlantic Boulevard, Suite 301  
Pompano Beach, Florida 33062

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

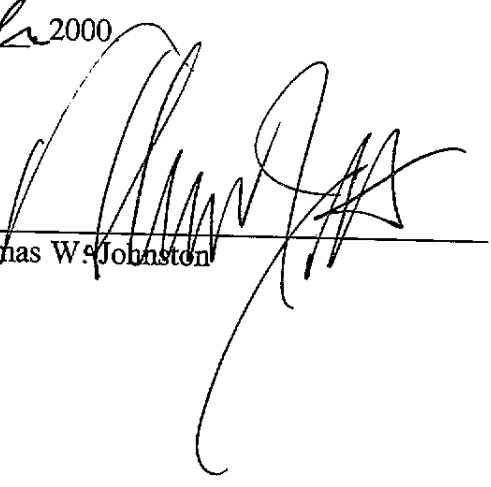
ARTICLE IX

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of March 2000

  
\_\_\_\_\_  
Thomas W. Johnston

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

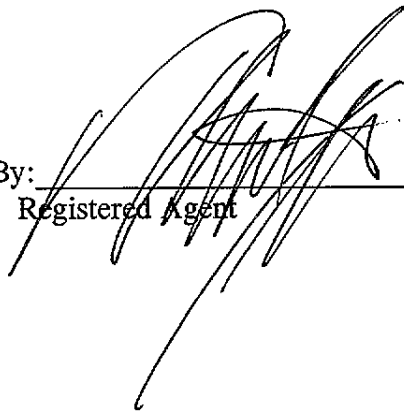
In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

First, that Americas Produce Company, Inc. is qualified to do business under the laws of the State of Florida with its principal office at 675 S.W. 12<sup>th</sup> Avenue, Suite 101, Pompano Beach, County of Broward, State of Florida, has appointed Thomas W. Johnston, 2335 East Atlantic Boulevard, Suite 301, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_  
Registered Agent



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DIVISION OF CORPORATIONS  
00 MAR 24 PM 2:29