

P00000040874



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 672459 4303929

AUTHORIZATION :

COST LIMIT :

\$ 78 Patricia

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 24 PM 3:29

ORDER DATE : April 24, 2000

ORDER TIME : 9:19 AM

ORDER NO. : 672459-005

CUSTOMER NO: 4303929

700003220877--2

CUSTOMER: Ms. Stephanie C. Johnson  
GREENBERG TRAUIG, P.A.  
GREENBERG TRAUIG, P.A.  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: PRODUCE TRADING ACQUISITION  
CORP.

EFFECTIVE DATE:

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: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED  
00 APR 24 PM 12:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
4/24/00

**ARTICLES OF INCORPORATION**

**OF**

**PRODUCE TRADING ACQUISITION CORP.**

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**ARTICLE I**

The name of the corporation is PRODUCE TRADING ACQUISITION CORP., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1287 West Atlantic Boulevard., Pompano Beach, Florida 33069.

**ARTICLE III**

This Corporation shall have authority to issue Five Thousand (5,000) shares of Common Capital Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's

director until successors are duly elected and qualified is:

Eric Levy  
1287 West Atlantic Boulevard  
Pompano Beach, Florida 33069

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**ARTICLE VII**

The name of the Incorporator is Randy Bullard and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this \_\_\_\_ day of April, 2000.

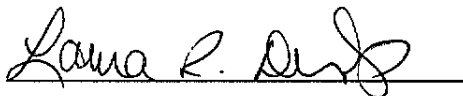


Randy Bullard, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of PRODUCE TRADING ACQUISITION CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent

Dated: April 24, 2000