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Diany C. Blanton
20625 Leeward Lane
Miami, FL 33189
November 3, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

700003453127--0
-11/06/00-01082--010
*****78.75 *****78.75

RE: Homestead Specialty Produce, Inc.

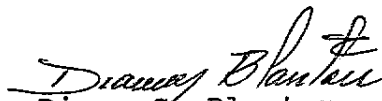
Dear Sir/Madam:

Relative to the above proposed Florida corporation, I enclose original and one copy of Articles of Incorporation and Acceptance of Registered Agent.

I also enclose check in the amount of \$78.75 to cover filing fee and a Certified Copy. Please return certified copy to the above address.

Thank you.

Sincerely,


Diany C. Blanton

Enclosures

FILED
00 NOV -6 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOMESTEAD SPECIALTY PRODUCE, INC.

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be Homestead Specialty Produce, Inc., its principal place of business shall be 20625 Leeward Lane, Miami, FL 33189 and its mailing address is: P.O. Box 924677, Homestead, FL 33092-4677.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue 1000 shares of common stock at \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 20625 Leeward Lane, Miami, FL 33189, and the name of the initial Registered Agent of this corporation at that address is Diany C. Blanton.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors are:

| | |
|-------------------------------|--|
| Diany C. Blanton President | 20625 Leeward Lane Miami, FL 33189 |
| Paul H. Gonzalez Secretary | 27401 SW 182 Avenue Homestead, FL 33031 |

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00 NOV - 6 PM 4:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII. INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Diany C. Blanton 20626 Leeward Lane
Miami, FL 33189

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their names:

Diany C. Blanton - 100 shares.
Paul H. Gonzalez - 100 shares.

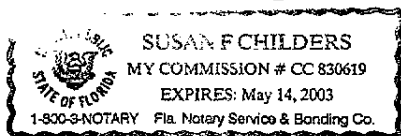
ARTICLE IX. AMENDMENTS. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3 day of November, 2000.

Diany C. Blanton
Diany C. Blanton

STATE OF FLORIDA - COUNTY OF MIAMI-DADE
Subscribed & sworn to Diany C. Blanton this 3 day of Nov., 2000. ID produced: FL driver license.

Susan F Childers
Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of Homestead Specialty Produce, Inc., as designated in these Articles, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open. DATED this 3 day of November, 2000.

Diany C. Blanton
Diany C. Blanton