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PATRICK A. DAVIS, P.A. FILED

ATTORNEY AND COUNSELOR AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAILING ADDRESS  
POST OFFICE BOX 15933  
CLEARWATER, FL 33766-5933

AMERI-LIFE TOWERS  
2536 COUNTRYSIDE BOULEVARD  
FIRST FLOOR EAST  
CLEARWATER, FL 33763

November 9, 2000

FLORIDA DEPARTMENT OF STATE

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

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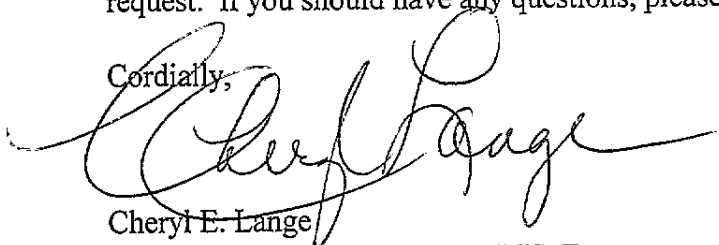
**RE: Articles of Incorporation of Coastal Produce, Inc., a Florida corporation**

Dear Sir/Madam:

Please find enclosed herewith the fully executed Articles of Incorporation of Coastal Produce, Inc., a Florida corporation, to be filed in your offices. For this purpose, you will also find enclosed our firm's check in the amount of \$70.00 to cover the costs involved, as well as a self-addressed, stamped envelope for return of the filed articles to our office.

Thank you in advance for your anticipated cooperation and courtesy in the handling of this filing request. If you should have any questions, please do not hesitate to contact me.

Cordially,

  
Cheryl E. Lange

Paralegal to: PATRICK A. DAVIS, Esq.

Enclosures: As indicated above

24 11/14/00

**ARTICLES OF INCORPORATION  
OF  
COASTAL PRODUCE, INC., a Florida corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this Corporation is **COASTAL PRODUCE, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

**5606 North 50th Street, Tampa, Florida 33610**

**ARTICLE III**

**TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV**

**PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V**

**CAPITAL STOCK**

This Corporation is authorized to issue Five-Hundred-Thousand (500,000) shares of One-Dollar (\$1.00) par value common stock.

## ARTICLE VI

### 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 Bylaws but shall never be less than one

(1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>DAVID HEAVENRIDGE</b>	<b>14561 Eagle Point Drive Clearwater, FL 33762</b>
<b>FRANK R. CHIVAS</b>	<b>19325 Gulf Boulevard Indian Shores, FL 33765</b>

## ARTICLE VII

### OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President/Treasurer	<b>DAVID HEAVENRIDGE 14561 Eagle Point Drive Clearwater, FL 33762</b>
Vice President/Secretary	<b>FRANK R. CHIVAS 19325 Gulf Boulevard Indian Shores, FL 33765</b>

## **ARTICLE VIII**

### **REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:

**DAVID HEAVENRIDGE**

Office of Corporation:

**14561 Eagle Point Drive  
Clearwater, FL 33762**

## **ARTICLE IX**

### **INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

**ARTICLE X**

**BYLAWS**

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE XI**

**AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

**ARTICLE XII**

**SUBSCRIBER**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

**NAME**

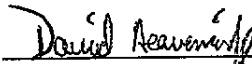
**ADDRESS**

**DAVID HEAVENRIDGE**

**14561 Eagle Point Drive  
Clearwater, FL 33762**

**IN WITNESS WHEREOF**, the Subscriber has hereunto affixed his signature on the

\_\_\_\_ day of November, 2000.

  
\_\_\_\_\_  
David Heavenridge

STATE OF FLORIDA )

COUNTY OF PINELLAS )

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared David Heavenridge, as President and Treasurer of Coastal Produce, Inc., a Florida corporation, to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of November, 2000.



Printed Name: Pamela Kelly

NOTARY PUBLIC, State of Florida

My Commission Expires:



Pamela L. Kelly

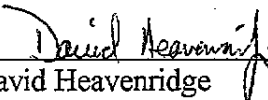
My Commission CC853430

Expires July 11, 2003

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

I, David Heavenridge, as Registered Agent for COASTAL PRODUCE, INC., a Florida corporation, do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 5606 North 50th Street, City of Tampa, County of Hillsborough, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

**DATED:** November 9<sup>th</sup>, 2000.

  
\_\_\_\_\_  
David Heavenridge  
Registered Agent

FILED  
00 NOV 13 AM 9:20  
CLERK OF STATE  
TALLAHASSEE, FLORIDA