

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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EFFECTIVE DATE
01-09-01

From:

Account Name : MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
Account Number : I19990000133
Phone : (904) 354-2050
Fax Number : (904) 354-5842

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FLORIDA PROFIT CORPORATION OR P.A.**Matt Mecna's Quality Produce, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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EFFECTIVE DATE
01-09-01

ARTICLES OF INCORPORATION
OF
MATT MEENA'S QUALITY PRODUCE, INC.

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ARTICLE I.

CORPORATE NAME

The name of this corporation is MATT MEENA'S QUALITY PRODUCE, INC.

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The street address and the mailing address of the initial principal office of this corporation is
1617 Atlantic Boulevard, Suite 102, Jacksonville, Florida 32207-3318.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

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ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 1617 Atlantic Boulevard, Suite 102, Jacksonville, Florida 32207-3318, and the name of the initial registered agent of this corporation at that address is Matt Meena. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

Matt Meena
1617 Atlantic Boulevard
Suite 102
Jacksonville, Florida 32207-3318


ARTICLE VII.

AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

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IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand this 9th
day of January, 2001.

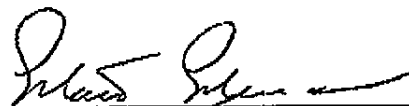

Matt Meena, Incorporator

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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MATT MEENA'S QUALITY PRODUCE, INC.

Pursuant to Section 607.0501, Florida Business Corporation Act, Matt Meena, 1617 Atlantic Boulevard, Suite 102, Jacksonville, Florida, 32207-3318, having been named as registered agent to accept service of process upon MATT MEENA'S QUALITY PRODUCE, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 9th day of January, 2001.



Matt Meena

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