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ATTORNEY AT LAW

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February 13, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/15/01--01093--025  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir:

Enclosed, please find three duplicate original copies of the Articles of Incorporation of VIVID PRODUCE U.S.A., INC., a to be formed Florida corporation, along with a money order in the amount of \$122.50, which covers the various costs and fees for incorporation.

Upon filing, please send a copy of the Articles to me showing the date and time of filing.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Dennis S. Lefkowitz

DSL:tc  
encl. (4)

FILED  
01 FEB 15 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~February 13, 2001~~

~~Handwritten signature~~

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIVID PRODUCE U.S.A., INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is VIVID PRODUCE U.S.A., INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of one thousand (1,000) shares of one class of common stock having a par value of one (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

The shareholders of this Corporation shall be vested with full preemptive rights.

ARTICLE V

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by such officer or director against the corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

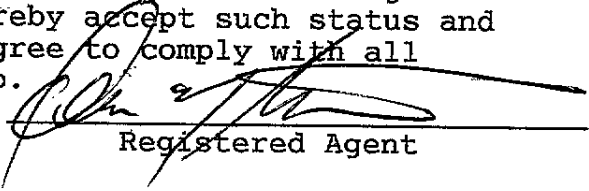
The Corporation's initial Registered Agent and Initial Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:  
INITIAL REGISTERED OFFICE:

DENNIS S. LEFKOWITZ, ESQ.  
2295 Corporate Blvd., N.W.  
Suite 120  
Boca Raton, Florida 33432

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process upon the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

  
Registered Agent

**ARTICLE VII**

**INITIAL CORPORATE PRINCIPAL BUSINESS OFFICE**

The address of the principal business office of the corporation is:

600 North East Spanish Trail  
Boca Raton, Florida 33432

**ARTICLE VIII**

**INITIAL DIRECTORS**

The name and address of the initial member of the Board of Directors is:

PAUL MOYER  
600 North East Spanish Trail  
Boca Raton, Florida 33432

The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the Shareholders.

**ARTICLE IX**

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR:

PAUL MOYER

600 North East Spanish Trail  
Boca Raton, Florida 33432

  
Incorporator

STATE OF FLORIDA:

SS

COUNTY OF PALM BEACH:

I CERTIFY THAT ON this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments personally appeared PAUL MOYER, to me known to be the person described as incorporator, who produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 12 day of February, 2001.

(Signature)

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

(printed)

DENNIS LEFKOWITZ  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

