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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

01 JUN 25 AM 10:45
FLU
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

ULTIMATE PRODUCE, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION

OF

ULTIMATE PRODUCE, INC.

ARTICLE I - NAME

The name of this corporation, formed under the provisions of Section 621, Florida Statutes, is **ULTIMATE PRODUCE, INC.**

ARTICLE II - PRINCIPLE OFFICE

The principal office and mailing address of this corporation is:

2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

This corporation is organized for the purposes of doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms, or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Penny (\$0.01) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

and the name and address of the initial registered agent of this corporation is:

Name
SHAFFER & ASSOCIATES, P.A.

Address
2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

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Articles of Incorporation
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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Name

LEWIS R. SHAFER, ESQ.

Address

2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

ARTICLE VIII - BY LAWS

The power to alter, amend, or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer, director, or any former officer or director of this corporation to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 has executed these Articles of Incorporation as incorporator thereof, and in acceptance of his appointment as registered agent therein as of the 25 day of June, 2001.


LEWIS R. SHAFER, Incorporator
and Registered Agent

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