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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072I00000032
REFERENCE : 452451 81095A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : August 30, 2001
ORDER TIME : 11:15 AM
ORDER NO. : 452451-005
CUSTOMER NO: 81095A

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*****78.75 *****78.75

CUSTOMER: Andrew J. Johnston, Esq
Thomas W. Johnston, P.a.

Suite 301, Barnett Bank Bldg.
2335 East Atlantic Boulevard
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: THOMAS FRESH PRODUCE, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

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01 AUG 30 PM 12:53
DIVISION OF CORPORATION
PS 8/30/01

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ARTICLES OF INCORPORATION

01 AUG 30 PM 3: 23

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THOMAS FRESH PRODUCE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

THOMAS FRESH PRODUCE, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. The wholesale and retail marketing of fresh produce.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of \$1.00. The shares shall be designated "common shares".

ARTICLE V

The address of the principal office and mailing address of the corporation is 9905 Clint Moore Road, Boca Raton, Florida 33496-1016. The name and address of the initial Registered Agent is Andrew James Johnston, 2335 East Atlantic Boulevard, Suite 301, Pompano Beach, Florida 33062

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is six, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Peter J. Austin
9905 Clint Moore Road
Boca Raton, Florida 33496-1016

Theo Rumble, Jr.
9905 Clint Moore Road
Boca Raton, Florida 33496-1016

Jeffrey Thomas
9905 Clint Moore Road
Boca Raton, Florida 33496-1016

John Thomas, Jr.
9905 Clint Moore Road
Boca Raton, Florida 33496-1016

Norman Thomas
9905 Clint Moore Road
Boca Raton, Florida 33496-1016

Stephen Thomas
9905 Clint Moore Road
Boca Raton, Florida 33496-1016

ARTICLE VII

The name and address of the incorporator is:

Andrew James Johnston
Thomas W. Johnston, P.A.
2335 East Atlantic Boulevard, Suite 301
Pompano Beach, Florida 33062

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

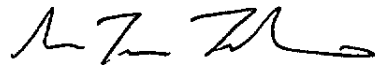
ARTICLE IX

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of August, 2001.



Andrew James Johnston

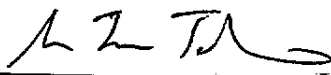
CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

First, that THOMAS FRESH PRODUCE, INC. is qualified to do business under the laws of the State of Florida with its principal office at 9905 Clint Moore Road, Boca Raton, Florida 33496-1016 County of Palm Beach, State of Florida, has appointed Andrew James Johnston, 2335 east Atlantic Boulevard, Suite 301, Pompano Beach, Florida, 33062. County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Registered Agent

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