

PO2000074983  
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-07/08/02--01059--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: FRESH EXPRESS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: JERROLD I. HORWITZ  
Name (Printed or typed)

18500 N.E. 5<sup>TH</sup> AVENUE  
Address

N. MIAMI BEACH, FL 33179  
City, State & Zip

(305) 652-7008 EXTENSION 306  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUL -8 PM 2:59

FILED

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION  
OF  
FRESH EXPRESS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FRESH EXPRESS, INC.

The address of the principal place of this corporation shall be 18500 N.E. 5<sup>th</sup> Avenue, North Miami Beach, Florida 33179, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The name of the initial registered agent of the corporation is Jerrold I. Horwitz, and the street address of the registered agent is 18500 N.E. 5<sup>th</sup> Avenue, North Miami Beach, Florida.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ALLAHASSEE, FLORIDA

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Mark Richman Director	18500 N.E. 5 <sup>th</sup> Avenue N. Miami Beach, Florida 33179
Ken Friedman Director	Same
John Shuler Director	Same
Jerrold I. Horwitz Director	Same

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mark Richman President	18500 N.E. 5 <sup>th</sup> Avenue N. Miami Beach, Florida 33179
Ken Friedman Vice-President	Same
John Shuler Secretary	Same
Jerrold I. Horwitz Treasurer	Same

#### ARTICLE VIII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE IX. COMPENSATION

The Board of Directors shall have the power, right, and authority to establish compensation to be paid to this corporation's officers in its sole and absolute discretion. Said compensation shall be authorized by the Board at such periodic intervals as it deems appropriate.

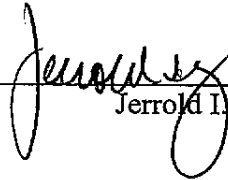
ARTICLE X. INCORPORATOR

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

Jerrold I. Horwitz  
18500 N.E. 5<sup>th</sup> Avenue  
N. Miami Beach, Florida 33179

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 28<sup>th</sup> day of June, 2002.

By: \_\_\_\_\_



Jerrold I. Horwitz

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

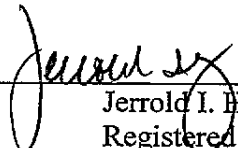
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That FRESH EXPRESS, INC. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, has named JERROLD I. HORWITZ, located at 18500 N.E. 5<sup>th</sup> Avenue, N. Miami Beach, Florida 33179, as agent to accept service of process within this state.

ACKNOWLEDGEMENT: 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: \_\_\_\_\_

  
Jerrold I. Horwitz  
Registered Agent

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE