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FILED
DIVISION OF CORPORATIONS
02 JUL 29 AM 10:19

July 23, 2002

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

600006731156--7
-07/29/02--01080--002
*****78.75 *****78.75

Re: CLASSIC PRODUCE, INC.

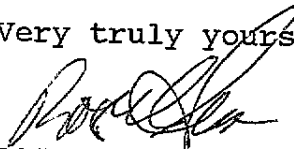
Dear Ladies\Gentlemen:

Enclosed please find two copies of the Articles of Incorporation regarding the above referenced corporation.

Also enclosed please find our check in the amount of \$78.75 to cover the filing fee (\$35.00), registered agent fee (\$35.00) and certified copy (\$8.75) for said corporation.

Please return a certified copy of the Articles of Incorporation to us as soon as possible.

Very truly yours,


ROGER L. BROWN

RLB/jb
Enclosures

730-202

ARTICLES OF INCORPORATION
OF
CLASSIC PRODUCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 29 AM 10:50

ARTICLE I - NAME

The name of the corporation is CLASSIC PRODUCE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 5,000 shares of common stock having a par value of \$1.00 each, and such shall be designated "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property 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 their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price

per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5213 Coconut Creek Parkway, Margate, FL 33063 and the name of the initial registered agent of this corporation at that address is CHRISTOPHER MANWELL. The street address of the principal office of this corporation is 5213 Coconut Creek Parkway, Margate, FL 33063.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

CHRISTOPHER MANWELL
5213 Coconut Creek Parkway
Margate, FL 33063

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is CHRISTOPHER MANWELL, 5213 Coconut Creek Parkway, Margate, FL 33063.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

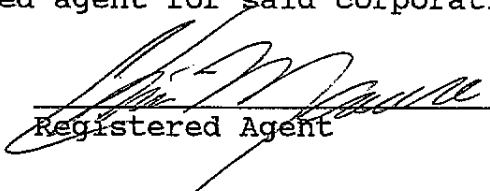
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 25 day of July, 2002.


Incorporator

ACCEPTANCE OF REGISTERED AGENT

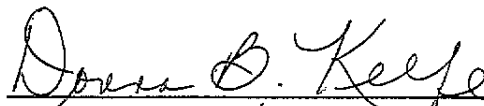
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me on July 25, 2002, by CHRISTOPHER MANWELL, who is personally known to me or who has produced a Florida Driver's License as identification.



Printed Name: DONNA B. Keefe

My Commission Expires:

NOTARY PUBLIC

