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BILL E. PARKER

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Crestview, Florida 32536  
(850) 682-4820*

September 16, 2002

Secretary of State  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: FRESH DIRECT PRODUCE, INC.

200007845102--6  
-09/19/02--01038--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed is a check in the amount of \$78.75, which includes \$35.00 for the filing fee, \$35.00 for the registered agent fee and \$8.75 for certificate of status. Please return the enclosed copy with certificate attached.

Thank you.

Very truly yours,



Bill E. Parker

BEP/db  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SE  
9/20

**ARTICLES OF INCORPORATION  
OF  
FRESH DIRECT PRODUCE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby associate themselves together for the purpose of becoming a body corporate under the laws of the State of Florida, and do hereby certify, make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, its Articles of Incorporation, to-wit:

**ARTICLE I. NAME AND PRINCIPAL OFFICE**

The name of this corporation is FRESH DIRECT PRODUCE, INC. Its principal office shall be located at 1917 Leroy Martin Lane, Baker, Florida 32541

**ARTICLE II. DURATION OF EXISTENCE**

This corporation shall exist perpetually unless terminated by lawful dissolution.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of wholesale and retail sales of foods and produce and any other business or activity permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue a maximum of Five Hundred (500) shares of stock. The shares of stock authorized shall have a par value of One (1) Dollar per share, which shall be designated "Common Shares". The consideration to be paid for each share of stock shall be fixed by the shareholders.

#### **ARTICLE V. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

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 Shareholders of this corporation.

#### **ARTICLE VI. ACTION BY WRITTEN CONSENT**

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

#### **ARTICLE VII. PREEMPTIVE RIGHTS**

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

#### **ARTICLE VIII. RESTRICTION OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by the shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE IX. INCORPORATORS**

The name and address of the person(s) signing these Articles of Incorporation are:

Robert Martin - 1917 Leroy Martin Lane, Baker, Florida 32541

Barbara J. Williams - 283 Airport Blvd., Pensacola, Florida 32507

Timothy B. Fortenberry - 208D First Street, SE, Fort Walton Beach, Fl 32548

#### **ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 1917 Leroy Martin Lane, Baker, Florida 32541. The name of the initial registered agent of this corporation at that address is: ROBERT MARTIN

#### **ARTICLE XI. BY-LAWS**

The power to adopt, alter, or amend, or repeal by-laws shall be vested in the Shareholders.

#### **ARTICLE XII. AMENDMENTS**

The Shareholders shall have the power to alter, amend or repeal provision of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this the 17th Day of September, 2002.

WITNESSES:

[Signature]  
Sharon T. Hudgens

[Signature]  
INCORPORATOR

[Signature]  
INCORPORATOR

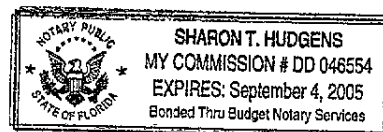
[Signature]  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, personally appeared ROBERT MARTIN, BARBARA J. WILLIAMS  
and TIMOTHY B. FORTENBERRY known to me to be the person who executed the foregoing  
Articles of Incorporation, and they acknowledged before me that they executed these Articles of  
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the  
State and County aforesaid, this 17th Day of September, 2002.

[Signature]  
Notary Public  
My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FRESH DIRECT PRODUCE, INC.**

**ACCEPTANCE OF REGISTERED AGENT**

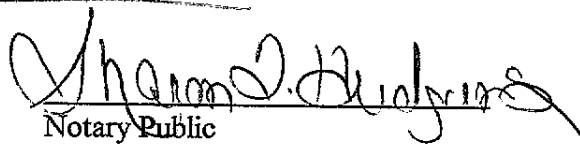
Having been named to accept service of process for the above corporation in the County of Okaloosa, State of Florida. I hereby consent to act in this capacity, and agree to comply with the provision of the law relative to keeping open said office.



ROBERT MARTIN

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 17<sup>th</sup> Day of September, 2002, by ROBERT MARTIN, who has produced \_\_\_\_\_ As identification or is personally known to me and who did not take an oath.

  
Notary Public

My Commission Expires:

