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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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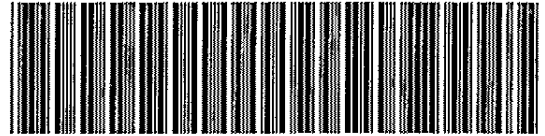
(Business Entity Name)

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**THOMAS MONTGOMERY LAW OFFICE**

ONE SOUTHEAST M. L. KING, JR. BLVD.,  
POST OFFICE BOX 1510  
BELLE GLADE, FLORIDA 33430-6510

THOMAS MONTGOMERY  
ATTORNEY AT LAW

PHONE 561-996-6317  
FAX 561-992-8274

July 1, 2005

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

RE: Tarheel Produce

Dear Sir:

Find the enclosed Articles of Incorporation.

Please provide my office with the Articles and the Chapter.

Sincerely



Thomas Montgomery, Esquire

TM:gp

RECEIVED  
DIVISION OF CORPORATION  
JUL 1 2005  
TALLAHASSEE, FL  
561-996-6317

ARTICLES OF INCORPORATION

of

TARHEEL PRODUCE CORPORATION

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida as the same may from time to time exist, certify as follows:

ARTICLE I - NAME

The name of this corporation is

TARHEEL PRODUCE CORPORATION

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation, together with its powers and purposes are as follows, to-wit:

- (a) To engage in every aspect and phase of the business of the marketing of produce.
- (b) Any business authorized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Shares of common stock having a par value of Ten Dollars (\$10.00) per share. The issuing authority may issue shares of stock in exchange for property when in its opinion that the property has

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STATE OF FLORIDA  
SECRETARY OF STATE

the value of at least the equivalent of the consideration for said stock. Stock shall be issued only when fully paid and shall be non-assignable.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than Ten Thousand Dollars.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 5475 West Riverbend, Dunnellon, Florida 34433. The corporation may from time to time move the principal address to any other address in Florida.

#### ARTICLE VII - MANAGEMENT

The affairs of this corporation shall be managed by its stockholders in the manner provided by the by-laws and in conformance with applicable Florida Statutes.

#### ARTICLE VIII - SUBSCRIBERS

The name and address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to

take, and the value of the consideration thereof are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Elizabeth Painter	5475 West Riverbend Dunnellon, FL 34433	250	\$2,500.00

#### ARTICLE IX - OFFICERS AND DIRECTORS

1. Until the first meeting of the stockholders, the regulation of the business and the conduct of the affairs of the corporation shall be performed by the following officers:

Elizabeth Painter	President	5475 West Riverbend Dunnellon, Florida
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2. The corporation shall have at least four members of a Board of Directors who shall consist of the President and Treasurer/Secretary. All other officers shall serve on the Board along with any other stockholders named by the stockholders. The Board shall not exceed 10 members.

#### ARTICLE X - MISCELLANEOUS


These Articles of Incorporation may be amended in the manner provided by law and in accordance with the provisions of the by-laws, by the act of the stockholders represented a majority of the outstanding shares of the corporation entitled to vote.

IN CONSENT TO THE TERMS and conditions above, we have

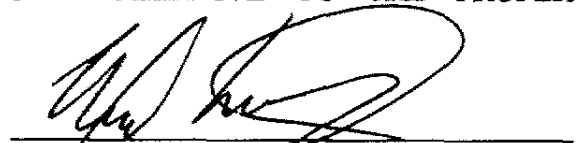
CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT TARHEEL PRODUCE CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DUNNELLON, STATE OF FLORIDA, HAS NAMED THOMAS MONTGOMERY, LOCATED AT 1 SE M.L. King, Jr. Boulevard, City of Belle Glade, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
ELIZABETH PAINTER  
May 30, 2005  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
(REGISTERED AGENT)  
May 30, 2005  
DATE

hereunto set our hands and seals this 30th day of <sup>May</sup>~~December~~, 2005.

Elizabeth Painter (SEAL)  
ELIZABETH PAINTER

North Calhoun  
STATE OF ~~FLORIDA~~  
Wayne  
COUNTY OF ~~PAIM BEACH~~

FILED  
CLERK OF COURT  
JUL 8 AM 9:00  
2005

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ELIZABETH PAINTER, known to be and known by me to be the person or has produced Drivers License as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation and that she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of <sup>May</sup>~~December~~, 2005.

Vickie K. Pippin  
NOTARY PUBLIC  
State of ~~Florida~~ at Large  
North Carolina  
My Commission Expires:

Nov. 14, 2006