

Florida Department of State
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Division of Corporations
 Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
 Account Number : 120000000195
 Phone : (850) 521-1000
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FLORIDA PROFIT/NON PROFIT CORPORATION

CHIQUITA RESTAURANT GROUP, INC.

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**ARTICLES OF INCORPORATION OF
CHIQUITA RESTAURANT GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is Chiquita Restaurant Group, Inc. The principal office and mailing address of the Corporation is 5848 Cape Harbour Drive, Cape Coral, Florida 33914

ARTICLE II: DURATION

The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV: SHARES

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V: INITIAL OFFICERS AND/OR DIRECTORS

The initial Officers of the Corporation are as follows:

Jeffrey S. Gately	President
Todd Johnson	Vice President
Ralph Centalanza	Secretary/Treasurer

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The address for the Officers of the Corporation is as follows:

Jeffrey S. Gately
5848 Cape Harbour Drive,
Cape Coral, Florida 33914

Todd Johnson
5848 Cape Harbour Drive,
Cape Coral, Florida 33914

Ralph Centalanza
5848 Cape Harbour Drive,
Cape Coral, Florida 33914

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is Conroy, Conroy & Durant, P.A., 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida, 34109, and the name of its initial Registered Agent at that address is Michael A. Durant.

ARTICLE VII: INCORPORATORS

The name and address of the Incorporator is as follows:

Jeffrey S. Gately
5848 Cape Harbour Drive,
Cape Coral, Florida 33914

ARTICLE VIII: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE X: INDEMNIFICATION

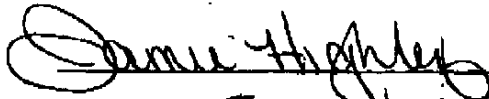
The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned has signed these Articles of

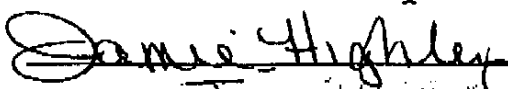
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Incorporation on this 9th day of June, 2006.

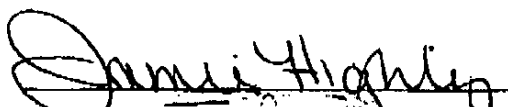
WITNESSES:


Print Name: Jamie Highley



Print Name: PETRA MORENO

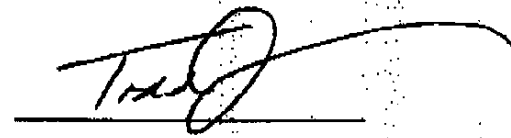

Print Name: Jamie Highley



Print Name: PETRA MORENO


Print Name: Jamie Highley


Print Name: PETRA MORENO


Name: Jeffrey S. Gately,
President


Name: Todd Johnson, Vice
President


Name: Ralph Centalanza,
Secretary/Treasurer

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2396498140;

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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, Michael A. Durant, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Name: Michael A. Durant

Date: June 15, 2006

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