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(Requestor's Name)

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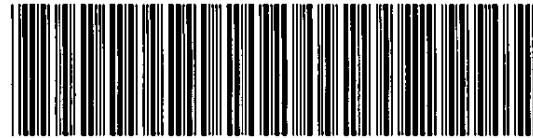
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7-30-07
mc

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Your Produce Source, Inc

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

Courier

ARTICLES OF INCORPORATION

OF

YOUR PRODUCE SOURCE, INC.

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: **YOUR PRODUCE SOURCE, INC.**

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business (es), proposed object(s), and/or purpose(s) to be transacted, promoted, and/or carried on *is to operate a wholesale produce business and/or retail produce business, to drive and deliver all types of vegetables, fruit, dairy products and commodities to various restaurants, entities and facilities within the State of Florida, to advertise, solicit and generate new business in any legal manner and form for the promotion of the wholesale produce business.*

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be:

A. Investment company of real estate and development.

B. Said corporation shall further have powers

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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TALLAHASSEE, FLORIDA

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix compensation.

To make and later by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business, which the board of directors shall be in aid of governmental policy.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

C. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

D. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

E. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business(es), purpose(s), or object(s) of, or attaining to the business(es), purpose(s), or object(s) of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BY-LAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise. To transact any and all lawful business.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be **8,000** shares at **\$10.00 par value**.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business(es), purpose(s), and object(s) of this Corporation shall be managed by the Board of Directors, which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Director who shall act as its Chairman and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of the Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) is:

**BONNE ZELL SCHEFLIN
4669 Davie Road
Davie, Florida 33314**

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business (es), purpose(s), and/or object(s) of this Corporation and/or any and all of its Subsidiaries and/or Division. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However, the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection(s) of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address (es).of the initial Officers is:

BONNE ZELL SCHEFLIN - PRESIDENT
4669 Davie Road
Davie, Florida 33314

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be:

4699 Davie Road, Davie, Florida 33314.

The Board of Directors may from time to time mover the Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

ARTICLE VIII

Subscriber

The names(s) and address(es) of the Initial Incorporations and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
BONNE ZELL SCHEFLIN 4699 Davie Road Davie, Florida 33314	8000	\$10.00

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may form time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or form; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all Subsidiaries thereof.

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 already holds, shall have the right to purchase his 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 XI

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of one) of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XII

ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which, are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purpose(s), and/or object(s) of this Corporation

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

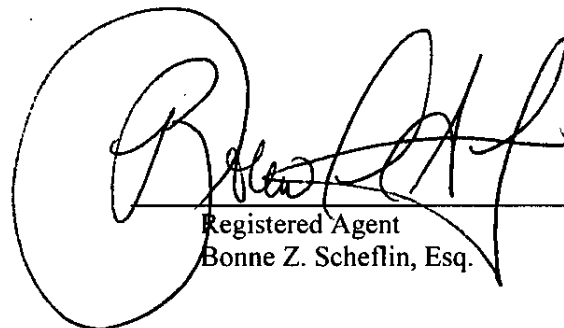
The name of the corporation is: **YOUR PRODUCE SOURCE, INC.**

The address of the registered agent and office is:

THE LAW OFFICES OF BONNE Z. SCHEFLIN, P.A.
BONNE Z. SCHEFLIN, ESQUIRE
4699 Davie Road
Davie, Florida 3331

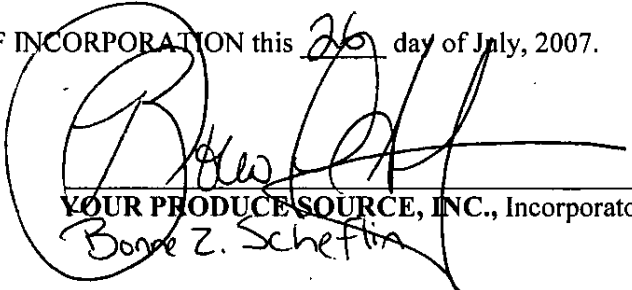
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 26 day of July, 2007.



Registered Agent
Bonne Z. Schefflin, Esq.

WHEREFORE, for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned has/have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 26 day of July, 2007.



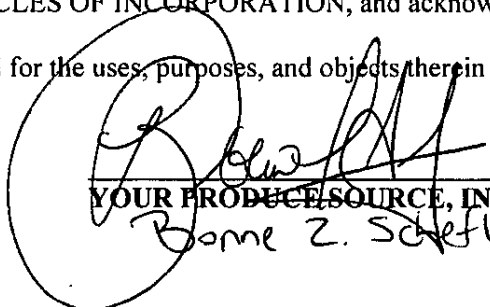
YOUR PRODUCE SOURCE, INC., Incorporator
Bone Z. Schefflin

AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

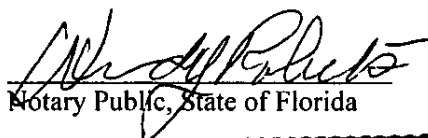
On this day, personally appeared before me, Bone Z. Schefflin the undersigned officer duly authorized to administer oaths and take acknowledgements to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her free act and deed for the uses, purposes, and objects therein mentioned.



YOUR PRODUCE SOURCE, INC.
Bone Z. Schefflin

The foregoing instrument was acknowledged before me this 29 day of July, 2007, Bone Z. Schefflin, who is personally known to me or who has produced Florida driver's license as identification and who did take an oath.

Sign: _____
Print: _____



Notary Public, State of Florida

My commission Expires:

