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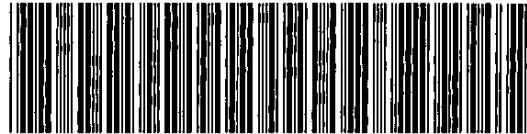
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/3/07

RYAN AND MARKS ATTORNEYS, LLP

3000-S HARTLEY ROAD  
JACKSONVILLE, FLORIDA 32257

WILLIAM B. RYAN, JR.  
E-mail: bill@ryanandmarks.com

TELEPHONE (904) 262-4242

FAX (904) 262-3717

JEFFREY B. MARKS  
E-mail: jeff@ryanandmarks.com

September 27, 2007

Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Nichols & Sons Produce, Inc.

Dear Ladies and Gentlemen:

Enclosed are the original and a copy of the Articles of Incorporation for Nichols & Sons Produce, Inc. along with our check in the amount of \$78.75. Please file the Articles and return a certified copy to us. Thank you very much.

Sincerely,

RYAN AND MARKS ATTORNEYS, LLP



Jeffrey B. Marks

JBM:mlt

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**NICHOLS & SONS PRODUCE, INC.**  
**A FLORIDA CORPORATION FOR PROFIT**

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**PREAMBLE:** These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607.

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**ARTICLE I**  
**NAME**

The name of this corporation shall be **NICHOLS & SONS PRODUCE, INC.**, a Florida corporation for profit.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business or mailing address of this corporation shall be 1789 West Beaver Street, Jacksonville, Florida 32209.

**ARTICLE III  
CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common, voting stock at \$1.00 par value.

**ARTICLE IV  
TERM OF EXISTENCE**

The existence of this corporation begins as of the time that these Articles are accepted for filing by the Florida Department of State. This corporation is to exist perpetually.

**ARTICLE V  
OFFICERS AND DIRECTORS**

The Board of Directors of this corporation must consist of one or more individuals. The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<b><u>POSITIONS HELD</u></b>	<b><u>NAME AND ADDRESS</u></b>
President/Director	Kevin J. Nichols 7735 Vandalay Drive Jacksonville, FL 32244
Vice-President/Director	Roosevelt Nichols P. O. Box 43554 Jacksonville, FL 32303
Secretary	Latonya N. McClendon P. O. Box 442160 Jacksonville, FL 32222
Treasurer/Director	Sabrena Nichols P. O. Box 8725 Ft. Lauderdale, FL 33310

**ARTICLE VI  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Kevin J. Nichols  
7735 Vandalay Drive  
Jacksonville, FL 32244

**ARTICLE VII  
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the registered agent and registered office for this corporation are:

Kevin J. Nichols  
7735 Vandalay Drive  
Jacksonville, FL 32244

**ARTICLE VIII  
NOTICES**

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

**ARTICLE IX  
BY-LAWS**

At the organizational meeting of this corporation, the incorporators (or their successors or assigns) shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

**ARTICLE X  
PURPOSE AND POWERS OF THIS CORPORATION**

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

**ARTICLE XI  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII  
AMENDMENTS**

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.

**ARTICLE XIII  
TAXATION**

This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.

**ARTICLE XIV  
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.

The undersigned incorporator has executed these Articles of Incorporation this 21 day of September, 2007.

  
Kevin J. Nichols

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Kevin J. Nichols, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Kevin J. Nichols

Date: September 27, 2007

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