

P95000004286

HARVEY H. HARLING
COUNSELLOR AT LAW

MEMBER OF FLORIDA AND MASSACHUSETTS BARS

TOWN EXECUTIVE CENTER
6100 GLADES ROAD
SUITE 201
BOCA RATON, FLORIDA 33434
TELEPHONE: (407) 470-0015
FACSIMILE: (407) 400-9705

January 10, 1995

STATE OF FLORIDA
DEPARTMENT OF STATE
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

9000011381258
-01217245--01007--001
****122.50 ****122.50

Attention: Secretary of State

Reference: Incorporation of Sunshine Vegetables by A&Z, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of the Article of Incorporation for the above company.

Please find the original and return a stamped copy in the enclosed self-addressed stamped envelope.

We are enclosing our check in the amount of \$122.50 to cover costs.

Very truly yours,

Harvey H. Harling
Harvey H. Harling

HHH:ad
Enclosures

cc: Ehud Zidon
Nissim Atash

AB 1/18/95

FILED
1995 JAN 13 PM 12:30
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNSHINE VEGETABLES BY A & Z, INC.

FILED
1995 JAN 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME AND PRINCIPAL OFFICE

The name of this corporation is SUNSHINE VEGETABLES BY A & Z, INC. The address of the principal office is 7040 W. Palmetto Park Road, Suite 2-157, Boca Raton, Florida 33433.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of operating a business for the sale and distribution of produce and for transacting any or all lawful business permitted by statute.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having \$1.00 par value per share.

ARTICLE 5 - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 6100 Glades Road, Suite 201, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation at that address is Harvey H. Harling.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Ehud Zidon
6950 Town Harbor Blvd.
Boca Raton, FL 33433

President, Director,
and Secretary

Nissim Atash
7200 Woodmont Avenue
Tamarac, FL 33321

Vice President, Director,
and Treasurer

ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS

The name and street address of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Ehud Zidon
6950 Town Harbor Blvd.
Boca Raton, FL 33433

President, Director,
and Secretary

Nissim Atash
7200 Woodmont Avenue
Tamarac, FL 33321

Vice President, Director,
and Treasurer

ARTICLE 8 - INCORPORATOR

The name and address of the person signing these articles is:
Ehud Zidon, 6950 Town Harbor Boulevard, Boca Raton, Florida 33433.

ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

Ehud Zidon
Nissim Atash

500 Shares
500 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or 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. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE 11 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 13 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.


Any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation this 10th day of January, 1995.

STATE OF FLORIDA
COUNTY OF PALM BEACH


EHUD ZIDON, INCORPORATOR

The foregoing instrument was acknowledged before me this 10th day of January, 1995 by EHUD ZIDON, who has produced Florida DL #2350-200-65-084-0 as identification and who did take an oath.


Name: Annabelle V. D'Angelo
Notary Public - State of Florida
Commission No.: CC233750
My commission expires: 10/06/96



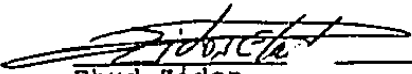
OFFICIAL SEAL
Annabelle V. D'Angelo
My Commission Expires
Oct. 6, 1996
Comm. No. CC 233750

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT OF
SUNSHINE VEGETABLES BY A & Z, INC.

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

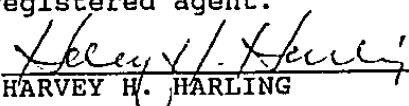
1. The name of the corporation is: **SUNSHINE VEGETABLES BY A & Z, INC.**

2. The name and address of the registered agent and office is: **HARVEY H. HARLING, 6100 Glades Road, Suite 201, Boca Raton, Florida 33434.**


Ehud Zidon
Director

Dated: 1-10-95

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 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.


HARVEY H. HARLING

Dated: 1-10-95

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of January, 1995, by HARVEY H. HARLING, who is personally known to me and EHUD ZIDON who has produced Florida Driver License #2350-200-65-084-0 as identification and both of whom did take an oath.

Annabelle V. D'Angelo
Name: Annabelle V. D'Angelo
Notary Public - State of Florida
My Commission No.: CC233750
My commission expires: 10/06/96



OFFICIAL SEAL
Annabelle V. D'Angelo
My Commission Expires
Oct. 6, 1996
Comm. No. CC 233750