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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6735

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

100001406881
-02/15/95--01049--002
****122.50 ****122.50

1. PRODUCE NETWORK, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 7, 1995

LAZARUS CORPORATE INDUSTRIES, INC.
890 S.W. 87TH AVENUE
#16
MIAMI, FL 33174

SUBJECT: PRODUCE NETWORK, INC.
Ref. Number: W95000002821

We have received your document for PRODUCE NETWORK, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 095A00005259

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

95 FEB -8 PM 4:05

PRODUCE CORNER, INC.

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

ARTICLE ONE

The name of the corporation is: PRODUCE CORNER, INC.

ARTICLE TWO

The general purposes for which the corporation is organized are:

1. To import, export, distribute wholesale and retail fresh and processed produce.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage in any other trade business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE THREE

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100) . Such shares shall be of a single class, and shall have a par value of TEN DOLLARS (\$10.00) per share.

ARTICLE FOUR

The street address of the initial ^{principal} registered office of the corporation is: 12307 SW 143rd Lane, Miami, FL 33186

The name of its registered agent is JULIAN VELEZ

ARTICLE FIVE

This corporation is to have perpetual existence.

ARTICLE SIX

This corporation shall have not less than 2 directors, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one .

ARTICLE SEVEN

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows :

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICE</u> |
|---------------|--|----------------------|
| JULIAN VELEZ | 12307 SW 143rd Lane Miami, Fl 33186 | PRESIDENT |
| JORGE AHUMADA | 8798 Holly Ct # 104 Tamarac, Fl 33321 | SECRETARY/ TREAS. |

ARTICLE EIGHT

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, are :

| <u>NAME AND ADDRESS</u> | <u>SHARES</u> | <u>VALUE</u> |
|--|---------------|--------------|
| JULIAN VELEZ 12307 SW 143rd Lane Miami, Fl 33186 | 50 | \$ 500 |
| JORGE AHUMADA 8798 Holly Ct # 104 Tamarac, Fl 33321 | 50 | 500 |

The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.


ARTICLE TEN

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

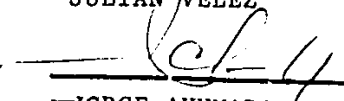
ARTICLE ELEVEN

If, at any time any of the stockholders desire to sell and dispose of their stock, said stockholder of stockholders shall first offer it in writing to the other stockholders, stating price and terms and give said other stockholders thirty (30) days, if no stockholder has purchased the stock, said stockholder shall have the right to sell to whomever will purchase it for the same sums and prices for which it was offered to the stockholders.

IN WITNESS HEREOF, the incorporators have hereunto set their respective hands and seals this 6TH day of FEBRUARY 1995.



JULIAN VELEZ (Seal)



JORGE AHUMADA (Seal)

(Seal)

STATE OF FLORIDA

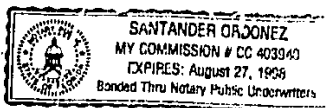
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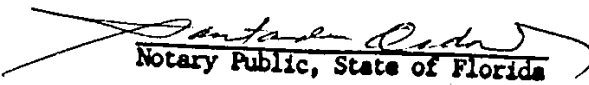
STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, JULIAN VELEZ and JORGE AHUMADA to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 6th day of FEBRUARY of 1995.

My commission expires:




Notary Public, State of Florida


CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance of Section 607,034, Florida Statutes, the following
is submitted, in compliance with said Act:

FIRST PRODUCE CORNER, . INC. desiring to
organize under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at the city of MIAMI
County of Dade, State of Florida, has named JULIAN VELEZ
12307 SW 143rd Lane, Miami, Fl 33186 its REGISTERED AGENT to
accept services of process within this states.

ACKNOWLEDGMENTS:

Having been named to accept services of process for the above
stated corporation, at place designated in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.



JULIAN VELEZ, Registered Agent