

P95000030635

Charter Number Only

4-17-95

Roufman & Mellinger

Requestor's Name

100 NE. 84 St.

Address

Miami FL 33138

City

State

ZIP

Phone

757-5800 E

VALIDATION ONLY

700001460037
-04/19/95--01029--009
****122.50 ****122.50

CORPORATION(S) NAME

MYERS PRODUCE, INC.



Empire Toll Free: 1-800-432-3028

FILED
APR 19 11:15
1995
FBI - MIAMI

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

H. SIMS APR 19 1995

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF

MYERS PRODUCE, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is MYERS PRODUCE, INC. and its business address is 12563 Biscayne Boulevard, Miami, Florida 33181.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue one thousand (1,000), all of which shall be common shares with a par of One Dollar (\$1.00).

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

MYERS PRODUCE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 12563 Biscayne Boulevard, Miami, Florida 33181, has named ORVIL DAVE MYERS, as its agent to accept service of process within this state.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially who shall serve until his successor, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and addresses of the initial director of this corporation is as follows:

ORVIL DAVE MYERS	19111 N.E. 20th Avenue N. Miami Bch., Florida 33179
------------------	--

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

ORVIL DAVE MYERS 19111 N.E. 20th Avenue N. Miami Bch., Florida 33179
--

ARTICLE IX - BY-LAWS

The power to adopt, later, amend or repeal by-laws shall be vested in the shareholders of this corporation.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

ORVIL DAVE MYERS	1000
------------------	------

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLES XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XII - MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of this corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

Amendments to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of April, 1995.

Orvil Dave Myers
ORVIL DAVE MYERS, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared ORVIL DAVE MYERS known to me be the person or who produced FL DRIVER'S LICENSE as identification, who, as Incorporator, executed the foregoing Articles of Incorporation of MYERS PRODUCE, INC. and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 11th day of April, 1995.

Michelle Marie Helm
MICHELLE MARIE HELM
NOTARY PUBLIC, State of Florida

My commission expires: NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 27, 1996
BONDED THRU GENERAL INS. UND.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 11th DAY OF APRIL, 1995.

Orvil Dave Myers
ORVIL DAVE MYERS, Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared ORVIL DAVE MYERS, known to me or who produced FL. DRIVER LICENSE as identification and who executed the foregoing Acceptance of Registered Agent, and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 17th day of April, 1995.


MICHELLE MARIE HELM
NOTARY PUBLIC, State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 27, 1995
BONDED THRU GENERAL INS. UND.

FILED
55 APR 19 PM 4:15
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA