

P95000039179

THE BANANA HOUSE, INC.  
4569 Tamiami Trail  
P.O. Box 2160  
Fort Charlotte  
Florida 33949-2160

FILED  
MAY 17 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 20, 1995

Secretary of the State of Florida  
The Capitol  
Division of Corporate Records  
Tallahassee  
Florida 32304

000001470000  
-05/04/95--01102--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: THE BANANA HOUSE, INC.

Dear Sir:

You will please find enclosed herewith an original and one executed copy of the Articles of Incorporation of THE BANANA HOUSE, INC. along with my check in the amount of Seventy Dollars (\$70.00), representing payment of the filing fee and for the issuance of the Corporate Charter.

Should you have any questions, please do not hesitate to contact me at the above address. I shall look forward to receipt of the file-stamped copy and Charter.

Thank you in advance for your anticipated attention to and cooperation in this matter.

W95-9703  
Very truly yours,

506 789 615  
VIRGINIA COOK

Virginia Cook

Enclosures  
as stated.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 9, 1995

VIRGINIA COOK  
4569 TAMiami TR.  
P.O. BOX 2160  
PORT CHARLOTTE, FL 33949-2160

SUBJECT: THE BANANA HOUSE, INC.  
Ref. Number: W95000009703

We have received your document for THE BANANA HOUSE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 895A00023076

ARTICLES OF CORPORATION  
OF  
THE BANANA HOUSE, INC.

FILED  
95 MAY 17 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

THE BANANA HOUSE, INC.

ARTICLE II - NATURE OF BUSINESS (PURPOSE)

The general nature of the business to be engaged in is the buying and selling and delivery of produce, together with all attendant activities in furtherance thereof.

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, cemetery company, building and loan association, fraternal benefit society, or state fair or exposition.

In connection with said business, this corporation shall have the following powers, which powers shall not be deemed to exclude those other corporate powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To conduct business in, having one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell, and transfer shares of its own

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#### ARTICLE II - NATURE OF BUSINESS (PURPOSE) (CONTINUED)

capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder, quorum or vote.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal or par value of One (\$1.00) Dollar per share. The considerations to be paid for each share shall be in money, property, or services. The Board of Directors shall determine the reasonable value of all considerations other than money paid for such shares, and its determination, made in good faith, shall be final and conclusive as to such value.

#### ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

#### ARTICLE VI - BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be from the date of incorporation by the State of Florida, and it shall exist perpetually.

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ARTICLE VII - ADDRESS

The initial mailing address of the principal office of this corporation is:

4569 Tamiami Trail  
P.O. Box 2160  
Port Charlotte  
Florida 33949-2160

ARTICLE VIII - REGISTERED AGENT

The initial registered agent is:

CAROL L. KIRBY  
2064 Delta Street  
P.O. Box 9151  
Port Charlotte  
Florida 33949

*Carol L. Kirby*  
CAROL L. KIRBY as accepting as  
Registered Agent

ARTICLE IX - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTORS AND OFFICERS

The name and post office addresses of the members of the first Board of Directors and first officers are:

<u>Name and Address</u>	<u>Title</u>
VIRGINIA COOK 21783 Edgewater Drive Port Charlotte Florida 33952	Director and President

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ARTICLE X - INITIAL DIRECTORS AND OFFICERS (CONTINUED)

<u>Name and Address</u>	<u>Title</u>
GAIL COOK 23210 Olean Boulevard Port Charlotte Florida 33980	Director and Secretary

ARTICLE XI - SUBSCRIBERS

The name and post office addresses of the subscribers to these Articles of Incorporation, together with the number of consideration therefore are:

<u>Name and Address</u>	<u>Shares</u>	<u>Amount</u>
VIRGINIA COOK 21783 Edgewater Drive Port Charlotte Florida 33952	900	\$900.00
GAIL COOK 23210 Olean Boulevard Port Charlotte Florida 33980	100	\$100.00

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority vote of the stock entitled to vote thereon.

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The undersigned, being the original subscribers of the capital stock hereinbefore mentioned and for the purpose of becoming a corporation for the transaction of business under the provisions of the Laws of Florida, does make, sign, acknowledge, and file in the Office of the Secretary of the State of Florida, these Articles of Incorporation.

WITNESS my hand and seal on this 28 day of April, 1995.

*Virginia Cook*  
VIRGINIA COOK

*Gail Cook*  
GAIL COOK

STATE OF FLORIDA

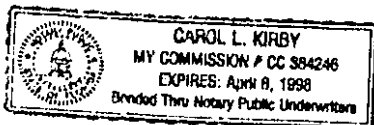
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, duly authorized in the State of Florida at Large to administer oaths and take acknowledgments, personally appeared VIRGINIA COOK and GAIL COOK, who, to me well known to be the persons names as the Subscribers in the foregoing Articles of Incorporation of THE BANANA HOUSE, INC. being by me first duly sworn, depose and says that they intend in good faith to carry out the purposes and objectives as set for in the foregoing proposed Articles of Incorporation.

WITNESS my hand and official seal of this 28 day of April, 1995.

*Carol L. Kirby*  
NOTARY PUBLIC - State of Florida

My Commission Expires:



53 MAY 17 AM 9:30  
FILED