

1201 HAYS STREET

TALLAHASSEE, FL 32301

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910 222 1111

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ACCOUNT NO. : 072100000002

REFERENCE : 613865 9228A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 12, 1995

ORDER TIME : 11:28 AM

ORDER NO. : 613865

CUSTOMER NO: 9228A

CUSTOMER: James L. Redman, Esq
TRINKLE REDMAN SWANSON BYRD &
COTON, P.A.
121 North Collins Street

Plant City, FL 33566

DOMESTIC FILING

NAME: CARTER'S PRODUCE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN JUN 12 1995

FILED
95 JUN 12 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARTER'S PRODUCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation shall be **CARTER'S PRODUCE, INC.** The mailing address of the Corporation shall be 4106 South Edwards Road, Plant City, Florida 33567.

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation, and the objects or purposes to be transacted, promoted, or carried on, are:

a. To buy, sell, import, export, cultivate, grow, treat, process, color, pack, harvest, store, distribute and market all kinds of fruits, vegetables and farm products, whether of a horticultural or floricultural nature, and by-products thereof; to raise, buy, sell, import, export and deal generally in livestock of all types.

b. To manufacture, build, erect, alter, and repair all kinds of buildings, structures, articles and property, and buy, sell, own, hold and deal in personal property of all kinds, including document forms and supplies.

c. To act as broker, factor or agent of persons, firms, co-partnerships or corporations in the negotiation of sale of property, both real and personal, for commission or compensation.

d. To both lend and borrow money, either with or without security.

e. To manufacture, buy, sell, deal in, export and import every kind or description of material, merchandise, products or other property and to act as the purchasing and selling agents therefor.

f. To acquire the good will of any person, firm, business or corporation, and their rights, properties, patents, grants, concessions, trade-marks, trade-names, distinctive marks, processes and patents and other property rights; to hold, use operate under and sell the same, and to grant licenses for the use of the same.

g. To establish, buy, sell, conduct, hire, lease or maintain warehouses, cold storage plants, and packing houses of every description.

h. To manufacture, buy, sell, import, hire and lease and generally deal in machinery, materials, implements and conveyances suitable for use in connection with the produce business or otherwise.

i. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired, or any other lawful objects.

j. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this state or any other state or government and while the owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

k. To purchase, hold, sell and transfer shares of its own capital stock; providing that this corporation shall not purchase its own shares of capital stock, except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

l. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state and any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

m. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or in connection with any person, firm, association or corporation.

n. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation, and in addition to the specific powers herein enumerated, have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation.

ARTICLE III

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any time shall be 10,000 shares of common stock of the par value of \$1.00 per share upon which there shall be no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases or any other valuable right or thing, for the uses and purposes of the Corporation, and all shares of capital, when issued in exchange therefor, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be nonassessable forever and the judgment of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV

This Corporation shall have a perpetual existence unless sooner dissolved by law.

ARTICLE V

The initial registered office of this Corporation shall be at 4106 South Edwards Road, Plant City, Florida, and the name of its initial registered agent is Robert L. Carter, whose address is 4106 South Edwards Road, Plant City, Florida. The Board of Directors may from time to time move the registered office to any other address and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE VI

The business of this Corporation shall be conducted by a president, vice president, secretary and treasurer, and by a Board of Directors consisting of not less than two members, to be determined by the By-Laws. Any officer may be a director and hold more than one office.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and functions of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

ARTICLE VII

The names and addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Robert L. Carter	4106 South Edwards Road Plant City, FL 33567
Barbara Carter	4106 South Edwards Road Plant City, FL 33567

ARTICLE VIII

The names and addresses of the subscribers to the Articles of Incorporation and a statement of the number of shares of such stock which each agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of shares</u>
Robert L. Carter and Barbara Carter, his wife	4106 South Edwards Road Plant City, FL 33567	10,000

ARTICLE IX

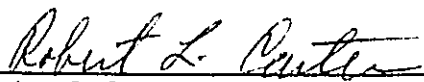
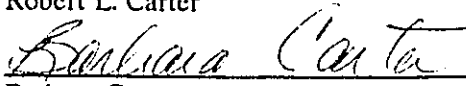
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation, or who is so interested may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

We, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 607, F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares set opposite our respective names and accordingly have hereunto set our hands and seals this 5th day of June, 1995.


Robert L. Carter

Barbara Carter

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24 day of June, 1995, by Robert L. Carter, who is personally known to me or who has produced a Florida drivers license as identification and who did not take an oath, and I having first made known to him the contents of these Articles of Incorporation, he acknowledge that he signed, sealed and delivered said Articles of Incorporation as his voluntary act and deed, and that the facts contained herein are truly set forth.



Lori E. Collins

Notary Public

State of Florida at Large

Lori E. Collins

Printed Name of Notary

My commission expires: 10/27/98

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5th day of June, 1995, by Barbara Carter, who is personally known to me or who has produced a Florida drivers license as identification and who did not take an oath, and I having first made known to her the contents of these Articles of Incorporation, she did acknowledge that she signed, sealed and delivered said Articles of Incorporation as her voluntary act and deed, and that the facts contained herein are truly set forth.



Lori E. Collins

Notary Public
State of Florida at Large

Lori E. Collins
Printed Name of Notary

My commission expires: 10/27/98

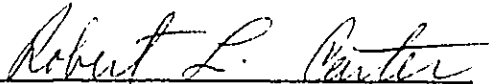
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First — That CARTER'S 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 City of Plant City, County of Hillsborough, State of Florida, has named Robert L. Carter located at 4106 South Edwards Road, of Plant City, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Robert L. Carter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA