

Neal E. Young  
Attorney at Law

300 Third Street, N.W.  
Winter Haven, Florida 33881-4002  
OFF: (841) 299-6647  
FAX: (841) 299-7176

P95000070324

September 6, 1995

New Filings Section  
Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314


8000001580348  
-09/08/95--01043--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: House of Roger Produce, Inc.

Dear Sirs:

Please find enclosed an original and one copy of the Certificate of Incorporation of above-referenced corporation and an original and one copy of the Certificate Designating the Resident Agent. Please certify one copy after filing and return to this office. My check for \$122.50 is enclosed to cover cost of same.

Very truly yours,

  
Neal E. Young

NEY/bv

Enclosures

D. BROWN SEP 13 1995

CERTIFICATE OF INCORPORATION

OF

HOUSE OF ROGER PRODUCE, INC.

FIRST: The name of this corporation is HOUSE OF ROGER PRODUCE, INC.

SECOND: The special purpose of the business is wholesale and distribution of produce and related products and any lawful business authorized under the Florida General Corporation Act.

THIRD: (a) The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 7500 shares of voting common stock, par value per share \$1.00. All stock issued shall be fully paid and non-assessable.

(b) The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:

1. In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must by giving written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing between such stockholders and the corporation or such nominee, or in default of

such agreement, at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.

FOURTH: The amount of capital with which the said corporation will begin business is \$1,000.00.

FIFTH: The said corporation shall have perpetual existence.

SIXTH: The principal office of said corporation is to be located at 2995 Cypress Gardens Road, Winter Haven, Florida 33884.

SEVENTH: There shall not be less than two nor more than five Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.

EIGHTH: The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are the following:

NAME	ADDRESS
Gerald E. Baier	3819 Gaines Cove Drive Winter Haven, FL 33884
Otis Hayne Nalley	750 Avenue L, N.W. Winter Haven, FL 33881

NINTH: The names and post office address of the several subscribers of this Certificate, and the number of shares of stock of said corporation which each agree to take are as follows:

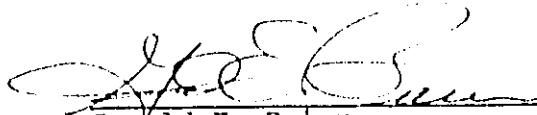
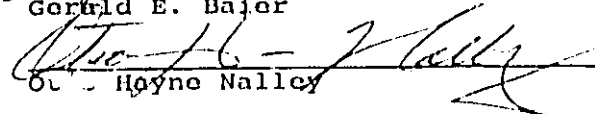
NAME	ADDRESS	SHARES
Gerald E. Bator	3819 Gaines Cove Drive Winter Haven, FL 33884	750
Otis Hayne Nalley	750 Avenue L, N.W. Winter Haven, FL 33881	250

TENTH: The officers of said corporation shall be a President, Secretary and Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

ELEVENTH: Said corporation reserves the right to amend, alter or change or repeal any provision contained in this Certificate in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

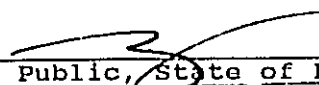
IN WITNESS WHEREOF, we, the undersigned, being such and all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under

the said Laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have hereunto set our hands and seals at Polk County, Florida, this 1<sup>ST</sup> day of September, 1995.

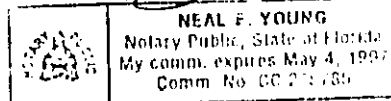
  
Gerald E. Baier  
  
Otis Hayne Nalley

STATE OF FLORIDA  
COUNTY OF POLK

1<sup>ST</sup> The foregoing instrument was acknowledged before me this day of September, 1995, by GERALD E. BAIER and OTIS HAYNE NALLEY, who are personally known to me or who have produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

My Commission Expires:



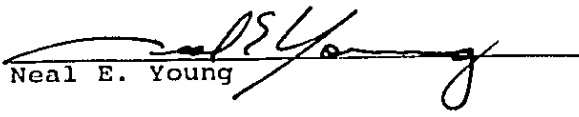
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

FIRST: That HOUSE OF ROGER 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 2995 Cypress Gardens Road, Winter Haven, State of Florida, has named NEAL E. YOUNG located at 300 Third Street, N.W., Winter Haven, 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.

  
Neal E. Young