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3636 DEL PRADO BLVD.,  
CAPE CORAL, FLORIDA 33904  
813-542-8838

DECEMBER 19, 1995

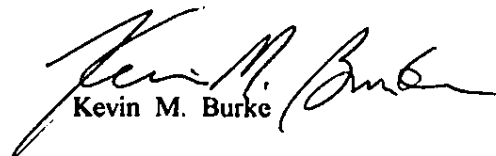
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FL. 32399

800001687608  
-01/12/96--01003--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: PRODUCE WORLD INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation. Our check for \$70.00 is attached.

**NOTE\*** PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION IS  
ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL OUR OFFICE AT 1-813-542-8838  
AND THANK YOU.

  
Kevin M. Burke

FILED  
96 JAN 11 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 1/11/96

**ARTICLES OF INCORPORATION  
OF  
PRODUCE WORLD INC.**

**FILED**  
96 JAN 11 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH THE REQUIREMENTS OF FLORIDA STATUTES CHAPTER 607, THE UNDERSIGNED, BEING A NATURAL PERSON DOES HEREBY ACT AS AN INCORPORATOR IN ADOPTING AND FILING THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF ORGANIZING A BUSINESS CORPORATION.

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION SHALL BE :  
**PRODUCE WORLD INC.**

**ARTICLE II. COMMENCEMENT & DURATION**

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

**ARTICLE III. PURPOSE**

THIS CORPORATION IS BEING ORGANIZED FOR ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

**ARTICLE IV. COMMON STOCK**

THE MAXIMUM NUMBER OF SHARES THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100, ALL OF WHICH SHALL BE COMMON SHARES AT \$1.00 PAR VALUE. ALL COMMON SHARES SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS THEREOF SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.

#### **ARTICLE V. PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE CASH SALE BY THIS CORPORATION OF ANY SHARES OF STOCK OF THE SAME KIND, CLASS, OR SERIES AS THAT OF THE SHAREHOLDER, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : 1 (ONE). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

LOUIS J. SCARPUZZI SR.; 4642 DEL PRADO BLVD., CAPE CORAL, FLORIDA 33904

#### **ARTICLE VII. INDEMNIFICATION**

THIS CORPORATION SHALL RESERVE THE RIGHT TO INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

#### **ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED AGENT**

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE SHALL BE :

4642 DEL PRADO BLVD., CAPE CORAL, FLORIDA 33904

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

LOUIS J. SCARPUZZI SR.

**ARTICLE IX. INCORPORATOR**


THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS :

LOUIS J. SCARPUZZI SR., 4642 DEL PRADO BLVD., CAPE CORAL, FLORIDA 33904


**ARTICLE X. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 17 DAY OF DEC., 1995.

  
INCORPORATOR - LOUIS J. SCARPUZZI SR.

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF **PRODUCE WORLD INC.**, I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR **PRODUCE WORLD INC.**

  
REGISTERED AGENT - LOUIS J. SCARPUZZI SR.