# P96000026421

### HOLDEN & STAMBAUGH, P.A.

ATTORNEYS

BB BIRTH BIRTET, B.W. WINTER HAVEN, FLORIDA SARBO TELEPHONE (WAI) 200 BOUD FAX (WAI) 200 BOOO REPLY TO PO BOX 9498 WINTER HAVEN, FLORIDA SARB 9498 "OZ L BHARIT R SCOTT DUNN\* CHARLEB R CHILTON M LANCE HOLDEN NOBERT J STAMBAUGH \*BOARDLINHBURNE LINE LANGE

AT THE FLURIDA BAR ADDRESS OF THE FLURIDA AND EQUIDADO

March 19, 1996

Honorable Sandra B. Mortham Secretary of State Division of Corporations 409 E. Gaines Street Post Office Box 6327 Tallahassee, Florida 32314

100001751141 -03/20/96--01073--008 \*\*\*\*135.50 \*\*\*\*135.50

RE: CMS FLORIDA PRODUCE, INC.

Dear Honorable Mortham:

Enclosed herewith for filing are Articles of Incorporation and Resident Agent form for the above-captioned corporation. A copy of the Articles is also enclosed to be certified and returned to this office at your earliest convenience.

Our firm check in the amount of \$135.50 is enclosed to cover the following costs:

Filing Fee \$ 35.00 Certified Copy 52.50 Express Mail 13.00 Resident Agent Form 35.00

Total..... \$ 135.50

Thank you for your kind cooperation in this regard.

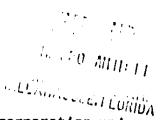
Very truly yours,

CHARLES R. CHILTON

CRC/pas Enclosures

SN MAR 2 6 1996

# ARTICLES OF INCORPORATION OF CMS PLONIDA PRODUCE, INC.



The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

#### ARTICLE I - MANE

The name of the corposation shall be:

#### CMS PLORIDA PRODUCK, INC.

The principal place of business and mailing address of this corporation shall be 1099 Commerce Avenue, Haines City, Florida 33844.

#### ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of this corporation is 1099 Commerce Avenue, Haines City, Florida 338/4, and the name of the initial registered agent of this corporation at that address is GENE SEARS.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE YI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial member of the Board of Directors is:

GENE SEARS 1099 Commerce Avenue Haines City, Florida 33844

#### ARTICLE VII - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Gene Sears
President and Secretary

1099 Commerce Avenue Haines City, Florida 33844

#### ARTICLE VIII - INCORPORATOR

The original Incorporator of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the

transferoes for the election of new director(s) to hold office until their successors are elected and qualify thereafter in due course from time to time. The name and street address of the incorporator to these Articles of Incorporation is:

GENE SEARS 1099 Commerce Avenue Haines City, Plorida 33844

IN WITNESS WHEREOF, the incorporator has horounto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19th day of March, 1996.

CPNP CPADO

STATE OF FLORIDA

COUNTY OF POLK

The foregoing was acknowledged before me by GENE SEARS, who is personally known to me and who did not take an oath this 19th day of March, 1996.

Notary Public

Print Name of Notary Public

Commission No.

My Commission expires: Charles R. Chillon

March 20, 1999

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## CURTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERE ) OFFICE

Pursuant to the provisions of Sectic is 607.0501 or 617.0501, Plorida Statutes, the undersigned corporation, organised under the laws of the State of Plorida, submits the following statement in designating the registered office/regists:ed agent, in the State of Florida.

- The name of the corporation is CMS FLORIDA PRODUCE, INC.
- The name and address of the registe ed agent and office is:

GENE SEARS 1099 Commerce Avenue Haines City, Florid 33844

HAVING BEEN NAMED AS REGISTERED AGE IT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES FELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, A ID I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION IS REGISTERED AGENT.

Signatur: Sens Sears

GENE SEARS

Date: March 19, 1996