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*BOARD CERTIFIED FIVE TRIAL LAWYER
BY THE FLORIDA BAR
ADMITTED IN FLORIDA AND COLORADO

March 19, 1996

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

1000001751141
-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 26 1996

**ARTICLES OF INCORPORATION
OF
CMS FLORIDA PRODUCE, INC.**

FILED
1960 APR 11
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be:

CMS FLORIDA PRODUCE, 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 33844, 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 VI - 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	1099 Commerce Avenue
President and Secretary	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

transferees 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, Florida 33844

IN WITNESS WHEREOF, the incorporator has herunto 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.



GENE SEARS

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. Clinton
MY COMMISSION # 00446474 EXPIRES
March 20, 1999
SUBJECT TO THE FARM INSURANCE, ETC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is
CMS FLORIDA PRODUCE, INC.
2. The name and address of the registered
agent and office is:

GENE SEARS
1099 Commerce Avenue
Haines City, Florida 33844

HAVING BEEN NAMED AS REGISTERED AGENT 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Gene Sears

GENE SEARS

Date: March 19, 1996