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VALIDATION ONLY

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96 APR -9 AM 11:57  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

HOLLAND PRODUCE, INC.

EMPIRE Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call If Problem           | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out                   |
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F. CHESSEB APR 9 1996

CERTIFIED COPY

96 APR -9 AM 11:14  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HOLLAND PRODUCE, INC.**

FILED  
OCT 9 1957  
TALLAHASSEE

The undersigned subscriber to these Articles of Incorporation hereby presents these Articles for the formation of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is **HOLLAND PRODUCE, INC.**

**ARTICLE II - PURPOSE**

This Corporation is organized to do any lawful purpose not specifically prohibited to corporations; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 607, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby

expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purpose of the Corporation otherwise permitted by law.

#### **ARTICLE III - CAPITAL STOCK**

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### **ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE**

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the Principal place and Registered Office of this Corporation in the State of Florida will be 14892 Paddock Drive, Wellington, Florida 33414. The Board of Directors shall have the power to establish branch offices, and to

move the principal office to any other address in Florida. The name of the initial Registered Agent of this Corporation at said address is Rudolf Arkenbout.

#### **ARTICLE VI - DIRECTORS AND OFFICERS**

A. There shall be a Board of Directors consisting of one to five Directors. The election of Directors and term of office is to be fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of three members who shall serve until the first annual meeting of the shareholders or until his successor shall be elected and qualified. The number of Directors shall never be less than five. The name and street address of the members of the first Board of Directors are:

Rudolf Arkenbout  
14892 Paddock Drive  
Wellington, Florida 33414

B. The Corporation shall be managed by a President, Vice President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The names of the first officers to hold office for the first year of existence of the Corporation, or until his successors are elected or appointed and shall have qualified is: Rudolf Arkenbout, President, Vice President, Secretary/Treasurer.

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator is as follows:  
Rudolf Arkenbout, 14892 Paddock Drive, Wellington, Florida, 33414.


**ARTICLE VIII - BY-LAWS**

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

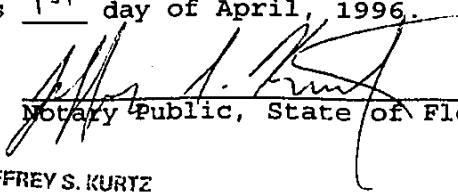
**ARTICLE IX - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner and now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein granted subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
1<sup>st</sup> day of April, 1996.

  
\_\_\_\_\_  
Rudolf Arkenbout, Incorporator

Sworn to and Subscribed before me, by Rudolf Arkenbout, who is personally known to me, this 1<sup>st</sup> day of April, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires

 **JEFFREY S. KURTZ**  
COMMISSION # CC 524102  
EXPIRES JAN 10, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That HOLLAND PRODUCE, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at, Palm Beach County, State of Florida, has named Rudolf Arkenbout, whose address is 2770 14892 Paddock Drive, Wellington, Florida 33414 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the 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.

By: R. Arkenbout

Rudolf Arkenbout

Date: April 1, 1996

CLERK OF STATE  
TALLAHASSEE, FLORIDA

96 APR -9 AM 11:57

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