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KORSHAK & BEAULIEU

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PI. NEIL BEAULIEU\*  
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DAVID D. COHEN†

\*ALSO ADMITTED IN ILLINOIS  
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DEER PLAINS, ILLINOIS 60010  
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VIA FEDERAL EXPRESS

April 1, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

ORIGINAL PREPARED  
-047/19/96--01050--0000  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: **Incorporation of Billy Boys Produce, Inc.**

To whom it may concern:

Please find enclosed the following documents in connection with the incorporation of Billy Boys Produce, Inc.:

1. The Articles of Incorporation of Billy Boys Produce, Inc..
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent;
3. Two copies of the executed Articles of Incorporation, one of which is to be certified and returned;
4. Completed designation of registered agent form to be placed on file with the Department of State.

Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me.

Sincerely,

KORSHAK & BEAULIEU

Enclosure

c/S/Billy.Boys.001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 19 PM 11:52

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ARTICLES OF INCORPORATION

OF

BILLY BOYS PRODUCE, INC.

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
96 APR 19 AM 11:52

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is Billy Boys Produce, Inc. and its principle place of business is 5795 West Highway 192, Kissimmee, Florida 34746.

II. PURPOSE

The purpose for which the corporation is organized is to engage in the business of Selling Produce and any other lawful business.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809. The initial registered agent at the registered office is Stephen D. Korshak, Esquire.

#### VI. INCORPORATOR

The name and post office address of the incorporator is:

Rosario Poma  
5795 West Highway 192  
Kissimmee, Florida 34746

#### VII. DIRECTORS

The Board of Directors shall initially consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

Rosario Poma  
5795 West Highway 192  
Kissimmee, Florida 34746

#### VIII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

#### ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

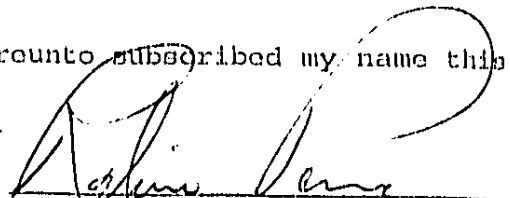
#### ARTICLE X. By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLES XI. Preemptive Rights


Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

18th IN WITNESS WHEREOF, I have hereunto subscribed my name this day of April, 1996.

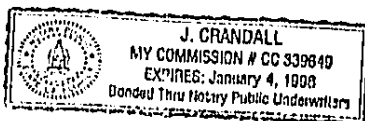
  
ROSARIO POMA, Incorporator

STATE OF FLORIDA)  
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this day of April, 1996 by Rosario Poma, who is personally known to me or who has Produce, Inc.d N/A as identification and who did not take an oath.

  
Signature of Notary

J Crandall  
Type/Print name of Notary  
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE

FILED  
CLERK OF STATE  
DEPARTMENT OF CORPORATIONS

96 APR 19 AM 11:52

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Billy Boys Produce, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809, has named Stephen D. Korshak, Esquire, located at the above registered office as its Registered 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 agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By:

Stephen Korshak  
Registered Agent

Date:

April 18, 1996

P96000035387

ROBERT L. UNDERWOOD  
LAW OFFICES

Robert L. Underwood, III\*  
John A. Swanson†  
Carl A. Hertoch I, Of Counsel

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Main Fax: (919) 781-9663  
Voice Mail: (919) 990-2662  
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- \* Licensed in D.C. and Florida only
- † Licensed in NC only
- ‡ Licensed in Florida & Ohio only

September 12, 1997

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Billy Boys Produce, Inc.

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Amendment for the above-named corporation. In addition, a check in the sum of \$87.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50

Total

\$ 87.50

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-09/29/97--01080--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Please file the original of the enclosed Articles of Amendment and return a certified copy to the undersigned:

Robert L. Underwood  
537 East Park Avenue  
Tallahassee, FL 32301

Thank you for your assistance.

Respectfully submitted,

Robert L. Underwood

FILED  
97 SEP 29 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
Oct 2  
VS 8/27/97 1997

**ARTICLES OF AMENDMENT  
OF  
BILLY BOYS PRODUCE, INC.**

**FILED**  
97 SEP 29 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following provisions of the Articles of Incorporation of BILLY BOYS PRODUCE, INC., a Florida Corporation, filed in Tallahassee on April 19, 1996, be and they hereby are amended in the following particulars:

Article II shall be and hereby is amended to read as follows:

**ARTICLE II  
PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

The forgoing amendment was unanimously adopted by the Stockholders and Directors of the corporation on the 15th day of September, 1997.

IN WITNESS WHEREOF the undersigned President / Secretary of this corporation has executed the Articles of Amendment this 24<sup>th</sup> day of September, 1997.

**BILLY BOYS PRODUCE, INC.**

By: 

President and Secretary  
Director/Shareholder