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April 23, 1996

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

Re: Cal's Produce Market, Inc.

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-04/29/96--01087--000
****122.50 ****122.50

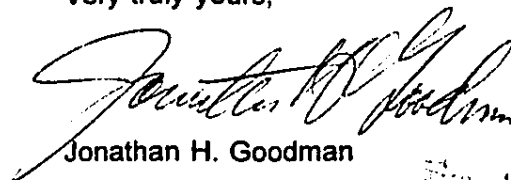
Dear Sir/Mac:am:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

I would appreciate your filing the enclosed at your earliest convenience and sending me a certified copy of same.

Very truly yours,


Jonathan H. Goodman

JHG/gb
Enc.

96 APR 29 AM 10:24
TALLAHASSEE, FLORIDA
FBI

673 5/6/96

ARTICLES OF INCORPORATION
OF
CAL'S PRODUCE MARKET, INC.

95 APR 29 AM 11:06

STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is CAL'S PRODUCE MARKET, INC..

ARTICLE II.

The main location where the company shall conduct its business is 972 Cassat Avenue, Jacksonville, Florida 32205.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The purpose of the corporation shall be to sell produce and other food to the general public and for any and other lawful purpose for which corporations for profit are incorporated under the laws of the State of Florida.

ARTICLE V.

The method of election of directors shall be as stated in the corporate by-laws.

ARTICLE VI.

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common stock with a par value of Five Dollars (\$5.00) per share.

ARTICLE VII.

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is Jonathan H. Goodman, Esq., 1377 Cassat Avenue, Jacksonville, Florida 32205.

ARTICLE VIII.

The name and address of the sole incorporator is:
Phyllis G. Lesley, 8127 Blazing Star Road, Jacksonville, Florida 32210.

IN WITNESS WHEREOF, the undersigned incorporator has signed and sealed these Articles of Incorporation this 23rd day of April, 1996.

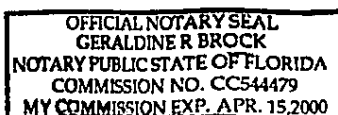
Phyllis G. Lesley
Phyllis G. Lesley

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Phyllis G. Lesley, who being by me first duly sworn, and who is personally known to me, and who produced a Florida drivers license as identification, executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation as her free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 23rd day of April, 1996.

Geraldine R. Brock
NOTARY PUBLIC



My Commission Expires: 4-15-2000

95/2829 JMD:26

JMD:26

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501, 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:

Cal's Produce Market, Inc.

2. The name and address of the registered agent and office is:

Name: Jonathan H. Goodman, Esq.
Address: 1377 Cassat Avenue
City/State/Zip: Jacksonville, Florida 32205

Having been named as Registered Agent and to accept service of process for the above-stated corporation in 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: _____

Registered Agent

DATE: _____

4/23/96