

P96000040343

CARIBBEAN PRODUCE, INC.  
2801 S.W. 63 AVENUE  
MIAMI, FLA 33135

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA 32399-0001

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

789-634-671  
W96-9311

FILED  
STATE  
CORPORATION  
95 MAY 19 PM 12:55

9/5/96



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

96 MAY 10 PM 12:55

**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 1, 1996

**CARIBBEAN PRODUCE, INC.**  
2301 S.W. 63 AVENUE  
MIAMI, FL 33155

**SUBJECT: CARIBBEAN PRODUCE, INC.**  
Ref. Number: W96000009311

We have received your document for **CARIBBEAN PRODUCE, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

**Claretha Golden**  
Document Specialist

Letter Number: 996A00021048

## TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 10 PM 12:55

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

SUBJECT: CARIBBEAN PRODUCE, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: FELIX SUAREZ  
Name (printed or typed)

2301 S.W. 63 Avenue  
Address

Miami, Florida 33155  
City, State & Zip

(305) 261-6779  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED  
1966 MAY 10 PM 2:55  
CLERK OF DISTRICT COURT  
CORPORATIONS

96 MAY 10 PM 2:55

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this corporation is:

CARIBBEAN PRODUCE, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is UPON ACCEPTANCE BY SECRETARY OF STATE.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. DESIGNATION. The stock of this corporation shall be known as Common Stock.
- B. AUTHORIZED. The maximum number of shares of Common Stock that this corporation may issue is: 1,500
- C. CAPITAL. The amount of capital with which this corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).
- D. PAR VALUE. Each share of Common Stock shall have the par value of \$ 5.00.
- E. CONSIDERATION. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- F. NON ASSESABILITY. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- G. VOTING RIGHTS. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- H. DIVIDENDS. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. LIQUIDATION RIGHTS. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

INITIAL, REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is: 7809 N.W. 72 Avenue

Modloy, Fla. 33166

PRINCIPAL ADDRESS SAME AS RESIDENT AGENT'S  
and the name of the Initial Registered Agent of this corporation

at that address in: FELIX SUAREZ

## ARTICLE SIX

INITIAL BOARD OF DIRECTORS - INCORPORATORS

This corporation shall have initially 1 Directors. The number of Directors may be either increased or decreased, from time to time by the bylaws but shall never be less than 1. The name(s) and address(es) of the Initial Director(s) of this corporation is (are):

FELIX SUAREZ

President-Sec.- Treasurer

6745 S.W.26 Terrace

Miami, Florida 33155

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BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

SHAREHOLDERS QUORUM AND VOTING

51% of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.



SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

-11-

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during this term.

DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of 51% of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 51% of the directors present and voting, shall be the act of the Board of Directors.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

April 19 96.

FELIX SUAREZ

(SEAL)

(SEAL)

(SEAL)

COUNTY OF DADE )

55:

ments in the state and county set forth above, personally appeared

**FELIX SUAREZ**

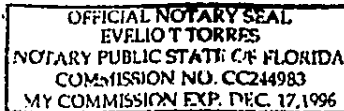
\_\_\_\_\_, known to me and known by me to

be the person(s) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23 day of April 1996

NOTARY PUBLIC  
State of Florida, At Large

My commission expires:





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

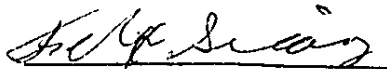
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First.- That CARIBBEAN PRODUCE, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Medley, County of Dade, State of Florida, has named FELIX SUAREZ located at 7809 N.W. 72 Avenue City of Medley, County of Dade State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Resident Agent  
FELIX SUAREZ

FILED  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
JAN 12 1955