

P96000044255

Andrew S. Foreman, P.A.
Requestor's Name

807 West BEARSS AVE.
Address

Tampa, FL 33613
City/State/Zip Phone #

400001827114
-05/17/96--01083--019
****140.00 *****70.00

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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95 MAY 17 AM 10:58

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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
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☐	Reinstatement
☐	Trademark
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ARTICLES OF INCORPORATION
OF
FRUITALARIA FLORIDA FRESH, INC.

ARTICLE I. NAME

The name of this corporation shall be FRUITALARIA FLORIDA FRESH, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock at ten cent (~~\$10~~) par value per share. (A 100) *RM*

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this

provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be up to six. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:
Rodger Hayden Jonas, 8302 W. Franklin Rd., Plant City, Florida 33565.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 8302 W. Franklin Rd., Plant City, Florida 33565.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Rodger Hayden Jonas.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Rodger Hayden Jonas, 8302 W. Franklin Rd., Plant City, Florida 33565.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Rodger Hayden Jones
Rodger Hayden Jones, - Incorporator

Date: 5/13/96

I hereby accept my designation as resident agent and agree to serve as the resident agent of FRUITALARIA FLORIDA FRESH, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for FRUITALARIA FLORIDA FRESH, INC.

Rodger Hayden Jones
Rodger Hayden Jones, - Registered Agent

Date: 5/13/96

<u>Shares</u>		
6,500	Rodger Hayden Jones	President and Treasurer
1,000	Linda Irene Jones	Vice President / Secretary
2,500	Shares Available	

"S" Corporation

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P96000044255

Andrew S. Forman, P.A.

807 West Beach Avenue
Suite F

Tampa, Florida 33613

City/State/Zip

Phone #

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

1. _____ (Corporation Name) _____ (Document #) 400001876934
-06/26/96--01124--014
2. _____ (Corporation Name) _____ (Document #) *****35.00 *****35.00
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96 JUN 26 PM 3:26

JUL 2 1996

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
FRUITALARIA FLORIDA FRESH, INC.
Document #P96000044255

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DIVISION OF CORPORATIONS
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The undersigned, as the officers the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on July 21, 1994, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of FRUITALARIA FLORIDA FRESH, INC., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of FRUITALARIA FLORIDA FRESH, INC. be amended to change the corporate name from FRUITALARIA FLORIDA FRESH, INC. to FRUITALARIA FLORIDA, INC.

In witness whereof, these Articles Of Amendment are being executed and filed, by the president and the secretary of FRUITALARIA FLORIDA FRESH, INC., on behalf of FRUITALARIA FLORIDA FRESH, INC.

x Rodger H. Jonas
Rodger H. Jonas, President
FRUITALARIA FLORIDA FRESH, INC.

State Of Ohio
County Of Hamilton

I hereby certify that on this day, before me, an officer duly authorized in Hamilton County, Ohio, to take acknowledgements, personally appeared Rodger H. Jonas, the President, respectfully, of FRUITALARIA FLORIDA FRESH, INC., to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me executing the same.

WITNESS my hand and official seal, on June 10, 1996, in Hamilton County, Ohio.

Frances K. Huelman
Notary Public
Commission Expiration Date:

(SEAL)

FRANCES K. HUELMAN
Notary Public, State of Ohio
My Commission Expires Mar. 6, 2001

Articles Of Amendment To The
Articles Of Incorporation Of
FRUITALARIA FLORIDA FRESH, INC.