

1201 HAYS STREET
TALLAHASSEE, FL 32301-1607
904-221-8286
P96000056629



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 010721 81095A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : July 5, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 010721

CUSTOMER NO: 81095A

CUSTOMER: Thomas W. Johnston, Esq
THOMAS W. JOHNSTON, ESQUIRE

500001884925
-07/05/96--01095--023
*****122.50 *****122.50

Suite 103
1201 East Atlantic Boulevard
Pompano Beach, FL 33060

DOMESTIC FILING

NAME: C & S FARM FRESH PRODUCE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

7/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
96 JUL -5 AM 10:32
96 JUL -5 AM 10:04
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
C & S FARM FRESH PRODUCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 AM 10:32

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

C & S FARM FRESH PRODUCE, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. Retail sale of fresh produce.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000.

Such shares shall be of a single class and shall have a par value of \$1.00. The shares shall be designated "common shares".

ARTICLE V

The address of the principal office and mailing address of the corporation is 13828 Palm Beach Boulevard, Fort Myers, Florida 33905. The name and address of the Initial Registered Agent is Thomas W. Johnston, 1201 East Atlantic Boulevard, Suite 103, Pompano Beach, Florida 33060.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The name and address of the person who is to serve as the member of the initial board of directors is:

Thomas W. Johnston
1201 East Atlantic Boulevard, Suite 103
Pompano Beach, Florida 33060

ARTICLE VII

The name and address of the incorporator is:

Thomas W. Johnston
1201 East Atlantic Boulevard, Suite 103
Pompano Beach, Florida 33060

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

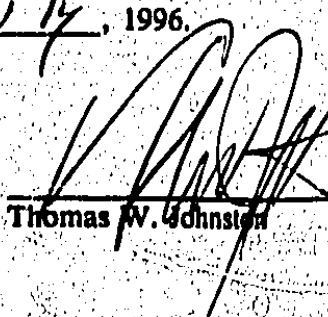
ARTICLE IX

Every shareholder, upon the sale of any new 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of July, 1996.



Thomas W. Johnston

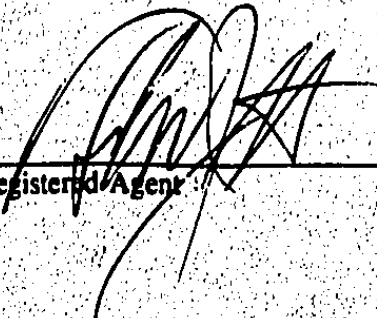
**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, that C & S Farm Fresh Produce, Inc. is qualified to do business under the laws of the State of Florida with its principal office at 13828 Palm Beach Boulevard, Fort Myers, County of Lee, State of Florida, has appointed Thomas W. Johnston, 1201 East Atlantic Boulevard, Suite 103, County of Broward, 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 provisions of said Act relative to keeping open said office.

By: 

Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 AM 10:32



THE UNITED STATES
CORPORATION
COMPANY

P96000056679

FILED
OCT 17 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 568863 81095A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 17, 1997

ORDER TIME : 11:16 AM

ORDER NO. : 568863

CUSTOMER NO: 81095A

7000002828817--7
-10/17/97--01081--035
*****70.00 *****76.00-
35.00

CUSTOMER: Thomas W. Johnston, Esq
Thomas W. Johnston, Esquire
Suite 301, Barnett Bank Bldg.
2337 East Atlantic Boulevard
F. apano Beach, FL 33062

~~CHANGE OF AGENT~~

Res. o/D

NAME: C & S FARM FRESH PRODUCE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
XX ___ PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

97 OCT 17 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

g/D P
10/20



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

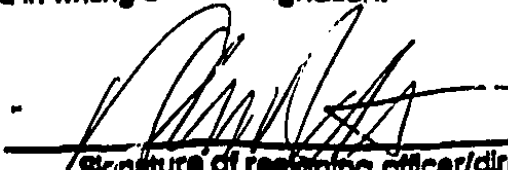
STATE OF FLORIDA
COUNTY OF BROWARD

FILED
OCT 17 AM 10:00
TALLAHASSEE
SECRETARY OF STATE

I, THOMAS W. JOHNSTON after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, THOMAS W. JOHNSTON hereby resign as Director of
(Title)
C & S FARM FRESH PRODUCE, INC., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

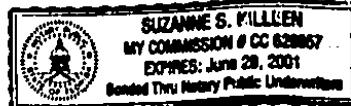


Signature of resigning officer/director
Thomas W. Johnston

Sworn to and subscribed before me this 13th day of October, 1997.



NOTARY PUBLIC



My Commission Expires: _____

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)