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LANDT, WIECHENS, TROW & LAPEER

A Partnership Including Professional Associations

ATTORNEYS AT LAW

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OCALA, FLORIDA 34478

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* Also Admitted to the District of Columbia
Board Court Rec. Civil Litigation
Certified Mediator

July 30, 1996

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

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-08/01/96--01060--002
****122.50 ****122.50

RE: Top Quality Produce and Seafood Market Company

Dear Sir/Madame:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced corporation to be filed with the Secretary of State. Enclosed you will find a check in the amount of \$122.50 representing the fee for filing and registered agent designation.

Please return the photocopy of the Articles showing that they have been filed to our office at the above noted address. Should you have any questions do not hesitate to contact our office.

Sincerely,



Chester J. Trow,
For the Firm

CJT/drr

Enclosure: Articles of Incorporation
\$122.50 Check

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.2.96
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**ARTICLES OF INCORPORATION OF
TOP QUALITY PRODUCE & SEAFOOD MARKET COMPANY**

ARTICLE I - NAME

The name of this corporation is TOP QUALITY PRODUCE & SEAFOOD MARKET COMPANY. The principal address of said corporation is 1913 NE 14th Street, Ocala, Florida.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

4.1 This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

4.2 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, joint with the secretary and the seal of the corporation shall be impressed thereon.

4.3 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 445 Northeast 8th Avenue, Ocala, Florida, 34470.

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STATE
OFFICE

**ARTICLE VI - SUBSCRIBERS AND THE
INITIAL BOARD OF DIRECTORS**

6.1 The corporation shall have one director initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is Okie Lanier of 1913 NE 14th Street, Ocala, Florida.

6.2 The name and address of the person signing these Articles of Incorporation is Chester J. Trow, 445 NE 8th Avenue, Ocala, Florida.

6.3 The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

6.4 At a special meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided by the by-laws.

ARTICLE VII - CONFLICTS

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which they are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, directors, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or

transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. The Section is intended to expand the ability of the corporation to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

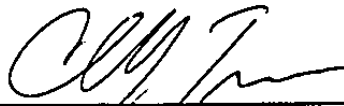
ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Incorporation to indicate his acceptance, which Certificate is incorporated herein by reference. The initial registered office where the registered agent is located is 445 Northeast 8th Avenue, Ocala, Florida.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law or as provided by the by-laws.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of July, 1996.



Chester J. Trow

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 30th day of July, 1996 by CHESTER J. TROW. Such person: *(notary must check applicable box)*

☒ is/are personally known to me.

- ☐ produced a current Florida Driver's License as identification.
- ☐ produced _____ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.



DORINE A. RODRIGUEZ
MY COMMISSION # CC382868 EXPIRES
JUNE 14, 1998
BONDED THIRD PARTY INSURANCE, INC.

Dorine Rodriguez
Notary Public
Print name: _____
My commission expires: _____

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the 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. I am familiar with and accept the duties and responsibilities as registered agent for TOP QUALITY PRODUCE & SEAFOOD MARKET COMPANY.

DATED this 30th day of July, 1996.

C. J. Trow
Chester J. Trow
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FL 32301