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June 29, 1996

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: PALM-AIRE PRODUCE, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation.

After it has been filed of record, please return the certified copy to this office.

Enclosed is a check in the amount of \$122.50 to cover the following costs:

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

Thank you for your attention to this matter.

Very truly yours,

John D. O'Donnell

JOHN D. O'DONNELL

JDO:do

enc.

FILED
95 AUG -2 AM 7:55
TALLAHASSEE, FLORIDA

8/5/96
JB

ARTICLES OF INCORPORATION

of

PALM-AIRE PRODUCE, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: **PALM-AIRE PRODUCE, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is: 1,000 shares/par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Pursuant to 607.034, Florida Statutes, the registered office of this corporation in the State of Florida shall be : 1425 South Powerline Road, Bay 13, Pompano Beach, Florida 33069. The registered agent in the State of Florida shall be MARY LOUISE WELTHER, whose business address is: 1425 South Powerline Road, Bay 13, Pompano Beach, Florida 33069

The above is also the mailing address.

ARTICLE VII

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice-President and Secretary-Treasurer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
MARY LOUISE WELTHER	1425 S. Powerline Rd., Bay 13 Pompano Beach, FL 33069	President Vice President Secretary Treasurer, Director

ARTICLE IX

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSID- ERATION</u>
MARY LOUISE WELTHER	1425 S. Powerline Rd. Bay 13 Pompano Beach, FL 33069	500	\$500.00

In accordance with Florida Statutes 613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by the majority of the stockholders entitled to vote thereon.

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code.

_____ (SEAL)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: MARY LOUISE WELTHER, _____, and _____, to me know to be the person(s) described as subscriber(s) in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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 PALM-AIRE 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 the City of
Pompano Beach, County of Broward, State of Florida, has named MARY LOUISE WELTHER, located
at 1425 S. Powerline Road, Bay 13, City of Pompano Beach, County of Broward, State of Florida, zip
code 33069, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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.

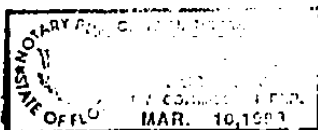
Mary Louise Welther
(Registered Agent)

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority,
MARY LOUISE WELTHER, well known to me to be the person described in and who executed the
foregoing instrument, and she acknowledged before me that she executed as her free and voluntary act
and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 22nd
day of July, 1996.

My Commission Expires:



Marilyn Caplan Burgos
Notary Public

Marilyn Caplan Burgos
Notary Printed Name