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September 20, 1996

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

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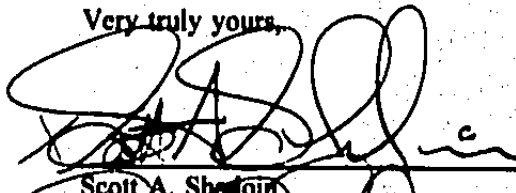
Re: ATLANTIC PRODUCE, INC.

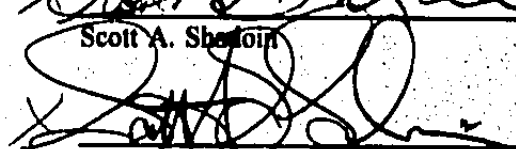
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, along
check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of the Articles of Incorporation and fee
for Registered Agent Designation for the above named corporation.

Very truly yours,



Scott A. Shelton


Atlantic Produce, Inc.

MAILING ADDRESS OF CORPORATION

821 N.W. 49th Way
Pompano Beach, FL. 33063

PHONE (954) 972-9473

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FILED
96 SEP 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ATLANTIC PRODUCE, INC.

(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is: ATLANTIC PRODUCE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according in Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

Name: ATLANTIC PRODUCE, INC.

Address: 821 N.W. 49th Way

City: Pompano Beach

FLORIDA Zip: 33063

The name and street address of the Initial Registered Agent of this Corporation is:

Name: SCOTT A. SHADOIN

Address: 821 N.W. 49th Way

City: Pompano Beach

FLORIDA Zip: 33063

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

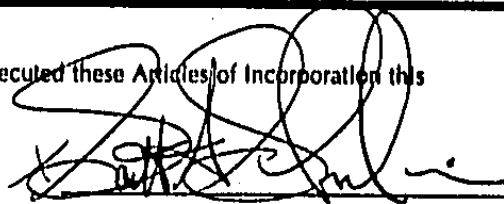
	Director 1	Director 2	Director 3
Name:	<u>SCOTT A. SHADOIN</u>		
Address:	<u>821 N.W. 49th Way</u>		
City:	<u>Pompano Beach</u>		
State:	<u>FLORIDA</u>		
Zip:	<u>33063</u>		

ARTICLE VII - INCORPORATION

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

	Incorporator 1	Incorporator 2	Incorporator 3
Name:	SCOTT A. SHADOIN		
Address:	821 N.W. 49th Way		
City:	Pompano Beach		
State:	FLORIDA		
Zip:	33063		

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this
20th day of September, 1996.

 (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

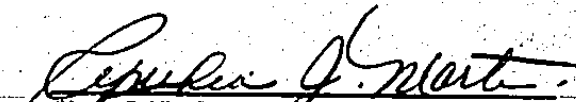
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally
appeared:

SCOTT A. SHADOIN

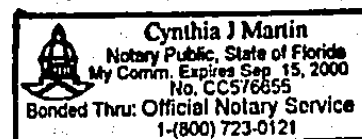
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged
before me that he executed these Articles of Incorporation.

IN WITNESS WHERE, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 20th
day of September, 1996.

(Notary Seal)


(Notary Public, State of Florida at Large)

My Commission Expires:



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

of

ATLANTIC PRODUCE, INC.
(Name of Corporation)

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96 SEP 26 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation.

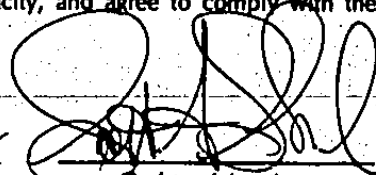
at 821 N.W. 49th Way
Pompano Beach, Florida 33063

has named SCOTT A. SHADOIN

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

X 
(Registered Agent)