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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MGR TRUCKING SERVICES, INC.

AUDIT NUMBER.....H96000015461

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 5

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STATE OF FLORIDA

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ARTICLES OF INCORPORATION

OF

MGR Trucking Services Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MGR Trucking Services Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or

Pedro M. Gallinar
1432 W. 49 St. Hialeah Fl 33012
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indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to affect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

6708 Arbor Dr., Miramar, Florida 33023

Mario G. Rodriguez

ARTICLE VI

The initial Board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Mario G. Rodriguez

6708 Arbor Dr., Miramar, Florida 33023

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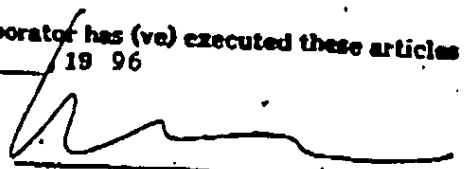
ARTICLE VII

The address of the principal office of this corporation is:
6708 Arbor Dr., Miramar, Florida 33023

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:
Mario G. Rodriguez
6708 Arbor Dr., Miramar, Florida 33023

IN WITNESS WHEREOF, the undersigned incorporator has (va) executed these articles
of incorporation this 1st day of November 19 96




STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county
set fourth above, personally appeared Mario G. Rodriguez known to me and
known by me to be the person(s) who executed the foregoing articles of incorporation, and
he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
state and county aforesaid, this 1st day of NOVEMBER, 19 96



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission



MAYDA CHAVEZ
My Commission 00400861
Expires Aug. 18, 1998
Dated by AMS
800-882-5878

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CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That MGR Trucking Services Inc.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of Miramar (City) County of Dade
(County), State of Florida (State)
has named Mario G. Rodriguez
(Name of Resident Agent)
located at 6708 Arbor Dr.
(Street address and number of building,
Post Office Box address not acceptable)
City of Miramar (City) County of Dade (County)
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (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.

By [Signature]
Signature
Registered Agent

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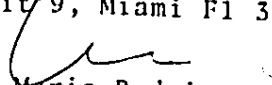
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June 12, 1997

Florida Department of State
P.O.Box 6327
Tallahassee FL 32314

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I am a Director of MGR Trucking Services Inc., whose name
is being amended to MGR Fruit & Produce Inc. My address
is 1265 NW 22 St. Unit 9, Miami FL 33142. Our phone # is
305-324-7070.


Mario Rodriguez
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

BM 6123197

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

MGR TRUCKING SERVICES INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I-

The name of this corporation: MGR Trucking Services Inc.
is hereby ammended to read: The name of this corporation shall
be: MGR Fruit & Produce, Inc.

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TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 12, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this JUNE day of 16, 19 97

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Eric Dubowitz
Typed or printed name

✓
Title

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