

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN:

N.Y. AND ILLINOIS  
MIDDLE DISTRICT OF FL.

LAW OFFICES  
**RICHARD T. AVIS**  
1325 SNELL ISLE BLVD. NE  
SUITE 205C  
ST. PETERSBURG, FL. 33704  
(813) 894-2626 • FAX 894-3609

OF COUNSEL

REFER TO FILE NO.

**PA60000103310**

TRANSMITTAL LETTER

December 12, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

600002035306--0  
-12/20/96--01090--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Perfect Produce, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit to me. We do not require a certified copy at this time.

MAIL TO: Richard T. Avis, Esq.  
1325 Snell Isle Blvd., Suite 205C  
St. Peterburg, Fl. 33704

(PHONE): 813-894-2626

Thank you for your assistance in this matter.

Sincerely,

Richard T. Avis

RTA/lbj  
Enclosures

CC: Client

56 DEC 20 AM 9:02

UPW 12-26-96

**ARTICLES OF INCORPORATION  
OF  
PERFECT PRODUCE, INC.**

FILED  
CLERK OF COURT  
95 DEC 20 AM 9:02

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I NAME**

*The name of the corporation shall be:*

Perfect Produce, Inc.

**ARTICLE II PRINCIPAL OFFICE**

*The principal place of business and mailing address of this corporation shall be:*

1211 Tech Blvd.  
Tampa, Fl. 33619

**ARTICLE III SHARES**

*The number of shares of stock that this corporation is authorized to have outstanding at any one time is:*

20,000,000 SHARES COMMON  
10,000,000 SHARES PREFERRED

Such shares shall be without par value.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

*The name and address of the initial registered agent is:*

Richard T. Avis, Esq.  
1325 Snell Isle Blvd., Suite 205C  
St. Petersburg, Fl. 33704

**ARTICLE V INCORPORATOR**

*The name and street address of the incorporator to these Articles of Incorporation is:*

David B. Howe  
c/o Blackhawk Financial Group, Inc.  
1211 Tech Blvd.  
Tampa, Fl. 33619

*The undersigned incorporator has executed these Articles of Incorporation this* 12<sup>th</sup>  
*day of* December, 1996.

David B. Howe  
(Signature)

David B. Howe

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,  
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. *The name of the corporation is:*

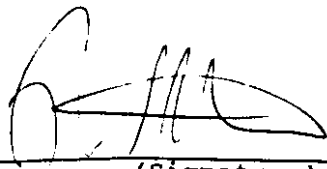
Perfect Produce, Inc.

2. *The name and address of the registered agent and office is:*

Richard T. Avis, Esq.  
1325 Snell Isle Blvd., Suite 205C  
St. Petersburg, Fl. 33704

25 OCT 20 AM 9:02

*Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and complete performance of  
my duties, and I am familiar with and accept the obligations of my position as registered  
agent.*

  
(Signature)

Richard T. Avis