

RICHARD T. AVIS♦

♦ ALSO ADMITTED IN:

N.Y. AND ILLINOIS
MIDDLE DISTRICTS

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.

PA 600000103310
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 AM 9:02

uqu 12-26-96

ARTICLES OF INCORPORATION
OF
PERFECT PRODUCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 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 12th
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:*

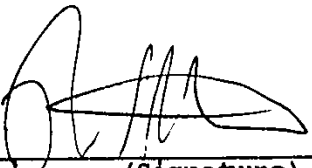
Perfect Produce, Inc.

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

96 DEC 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