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January 10, 1997

Of Counsel:  
Nicholas E. Karatinos (813) 823-1550

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
JAN 14 PM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed please find Articles of Fazio's Finest Produce Company, an Acceptance by Registered Agent, a check made out in the amount of \$122.50.

Please file the articles and return the Certificate to me at the address on the letterhead of this letter. Should you have any questions please contact me at that same address or the above telephone number.

Sincerely Yours

*Ted E. Karatinos*

Ted E. Karatinos  
Attorney for Incorporator

cc: file

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1/21/97  
TD

ARTICLES OF INCORPORATION  
OF  
FAZIO'S FINEST PRODUCE COMPANY

A FLORIDA CORPORATION

The undersigned incorporator, who is a Florida resident who is able to contract and desiring to form a corporation under Chapters 607 of Florida statutes, adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be FAZIO'S FINEST PRODUCE COMPANY.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized and operated shall be to sell fresh produce to individual and commercial accounts.

ARTICLE III: DURATION

This corporation shall have perpetual existence, unless dissolved under applicable law. Corporate existence shall commence on the date that these Articles Of Incorporation are filed with the Florida Secretary of State.

ARTICLE IV: STOCK

The aggregate number of shares that the Corporation is authorized to issue is 100 shares of common stock. The par value of the shares is \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00. No physical stock certificates shall be issued, and these Articles shall memorialize the existence of the shares.

ARTICLE V: REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Office of the corporation in Florida is 5600 First Street North, No.3, St. Petersburg, Florida 33703. The initial Registered Agent of the Corporation is Joseph Celentano. The Registered Office and Registered Agent may be changed under applicable law.

ARTICLE VI: INCORPORATOR

The name and address of the Incorporator is: Joseph Celentano, 5600 First Street North, No.3, St. Petersburg, Florida 33703.

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#### **ARTICLE VII: DIRECTORS**

Corporate business shall be managed by a board of three directors. The initial Directors shall be:

Joseph Fazio  
9091 Baywood Park Drive  
Seminole, Florida 34647

Peter Randazzo  
225 12th Avenue North  
St. Petersburg, Florida 33701

Joseph Celentano  
5600 First Street North, No.3  
St. Petersburg, Florida 33703

Future Directors shall be appointed in accordance with the bylaws of the corporation. Until the first meeting of shareholders, management and control of this corporation shall be vested in the Board of Directors listed above. These directors shall hold office until their successors are duly elected and qualified.

#### **ARTICLE VIII: PRINCIPAL OFFICE**

The Corporation's Principal office shall be 5600 First Street North, No.3, St. Petersburg, Florida 33703.

#### **ARTICLE IX: BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the Corporation.

#### **ARTICLE X: OFFICERS**

The following named persons shall hold the below-designated offices until their successors are elected and qualified by the Board of Directors:

Joseph Fazio, President  
9091 Baywood Park Drive  
Seminole, Florida 34647

Peter Randazzo, Vice-President  
225 12th Avenue North  
St. Petersburg, Florida 33701

Joseph Celentano, Secretary/Treasurer  
5600 First Street North, No.3  
St. Petersburg, Florida 33703

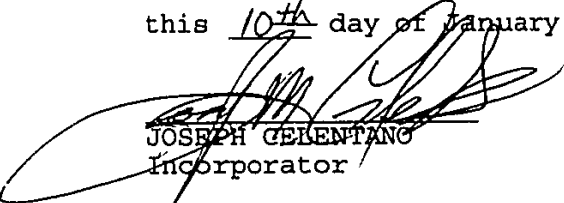
**ARTICLE XI: INDEMNIFICATION**

The Corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the Corporation as an officer or director, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

**ARTICLE XII: AMENDMENT**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the Incorporator has hereunto set his hand on this 10<sup>th</sup> day of January, 1997.

  
JOSEPH CELENTANO  
Incorporator

JOSEPH CELENTANO, who has produced a Florida Driver's License as identification, appeared before me and signed these Articles of Incorporation under oath on this 10<sup>th</sup> day of January, 1997.

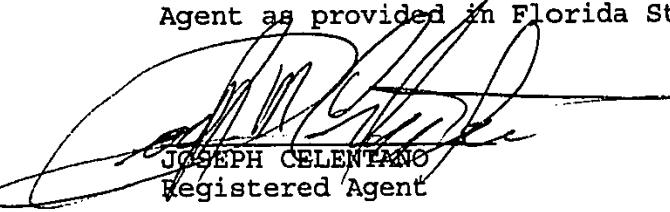


THEODORE E. KARATINOS  
My Commission 00403078  
Expires Aug. 24, 1998  
Bonded by HAI  
800-422-1883

  
THEODORE E. KARATINOS  
NOTARY PUBLIC

**ACCEPTANCE BY REGISTERED AGENT**

JOSEPH CELENTANO hereby accepts the position of Registered Agent, satisfying Florida Statute Section 607.0501. Further, JOSEPH CELENTANO understands and accepts the duties of a Registered Agent as provided in Florida Statute Section 607.0505.

  
JOSEPH CELENTANO  
Registered Agent

JOSEPH CELENTANO, who has produced a Florida Driver's License as identification, appeared before me and signed this Acceptance under oath on this 10th day of January, 1997.



THEODORE E. KARATINOS  
My Commission OC409078  
Expires Aug. 24, 1998  
Bonded by HAI  
800-422-1958

  
THEODORE E. KARATINOS  
Notary Public

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97 JAN 14 PM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA