

DUCHEMIN & ASSOCIATES

ATTORNEYS AND COUNSELORS AT LAW

201 S. ORANGE AVENUE, SUITE 960
ORLANDO, FLORIDA 32801

TELEPHONE 407-425-3000
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February 5, 1997
P97000012840

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-02/07/97--01076--013
***122.50 ***122.50

Re: Start Fresh Produce, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Acceptance of Registered Agent of the above-referenced corporation. Also enclosed is our firm check in the amount of \$122.50 as payment for the fees for filing, Registered Agent designation, and certified copy of the Articles of Incorporation.

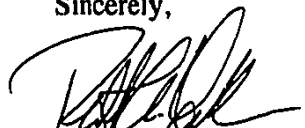
We have confirmed by telephone that the proposed corporate name is available for issuance.

Please forward to me your certificate and certified copy of the Articles of Incorporation in the envelope provided.

If you have any questions, please telephone me at the telephone number listed above. Thank you for your assistance.

RAD/mev
2/10

Sincerely,


Robert A. DuChemin

FILED
97 FEB -7 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES
OF INCORPORATION
OF
START FRESH PRODUCE, INC.**

FILED
97 FEB -7 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of incorporating Start Fresh Produce, Inc., (the "Corporation"), under the Laws of the State of Florida.

ARTICLE I

NAME - The name of the Corporation is: Start Fresh Produce, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS - The Corporation's principal office shall be located at 2401 West Moody Avenue, Plant City, Florida 33567 and its mailing address shall be the same.

ARTICLE III

TERM OF EXISTENCE - The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the business to be transacted by the Corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK - The maximum number of shares of any equity security that the Corporation is authorized to have outstanding at any time shall be One Hundred Thousand (100,000) shares of common stock (the "Common Stock"), having a par value of one penny (\$0.01) per share. The whole or any part of the Common Stock shall be payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be fixed by the Board of Directors in its sole discretion and shall be issuable with or without voting rights, as the Board of Directors shall determine in its sole discretion.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE - The initial registered

agent and the street address of the initial registered office of the Corporation shall be as follows:

Robert A. DuChemin
201 South Orange Avenue
Orlando, Florida 32801

The Board of Directors may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

DIRECTORS - The Corporation shall have four (4) directors initially. The number of directors may be set by the Board of Directors, as expressed in the Corporation's Bylaws but the Corporation shall always have at least two (2) directors. The Directors are not required to meet any qualifications other than those required by the laws of the State of Florida. The names and addresses of the initial directors are as follows:

Robbie William Laughter
2401 W. Moody Avenue
Plant City, Florida 33567

William Troy Buell
6436 Long Oak Court
Lakeland, Florida 33811

James Garceau
3156 Yorych Lane
Orlando, Florida 32822

Douglas Rainey
808 West Amelia Street
Orlando, Florida 32805

ARTICLE VIII

INCORPORATOR - The name and street address of the person acting as the Incorporator of the Corporation are as follows:

Robert A. DuChemin
201 South Orange Avenue
Suite 960
Orlando, Florida 32801

ARTICLE IX

INDEMNIFICATION- The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the Corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the Corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the

Corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

ARTICLE X

PREEMPTIVE RIGHTS - All holders of the Corporation's Common Stock shall have preemptive rights with respect to any stock, regardless of class or series, issued by the Corporation subsequent to the date on which any such shareholder purchased his or her shares. The preemptive rights of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the Corporation such that his or her proportionate ownership interest in the Corporation will remain the same. A shareholder may assign and/or waive his preemptive rights by written agreement.

ARTICLE XI

AMENDMENT - These Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation this 5th day of February, 1997.

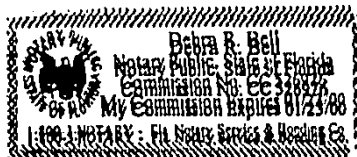



Robert A. DuChemin, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I CERTIFY that on this day, before me, the undersigned authority, a Notary Public, personally appeared Robert A. DuChemin, to me well known and known to me to be the individual described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal this 5th day of February, 1997.




NOTARY PUBLIC, State of Florida
at Large
My Commission expires: _____

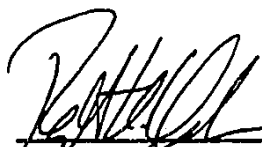
**CERTIFICATE
OF ACCEPTANCE OF
DESIGNATION
AS REGISTERED AGENT
OF
START FRESH PRODUCE, INC.**

Pursuant to Sections 48.091 and 607.1507, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Start Fresh Produce, Inc., does hereby accept the appointment as such Registered Agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office which is located at:

201 South Orange Avenue
Orlando, Florida 32801

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orlando, Orange County, Florida this 5th day of February, 1997.

By:


Robert A. DuChemin
Registered Agent

FILED
97 FEB -7 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA