

TRANSMITTAL LETTER

P97000016010

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

300002059429--8  
-01/15/97--01094--001  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Proposed Corporate Name

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	\$78.50	\$122.50	\$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate

FROM: William A. Lupton  
1053 Manor Drive  
Palm Springs, Florida 33461  
561-642-0270

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 2:18

Lel2-Lel3.Lel1.  
W97-1539.

97/2/17/97

**William A. Lupton, Inc.**  
1053 Manor Drive  
Palm Springs, Florida 33461

Phone 561-642-0270  
Fax 561-439-9543  
Email [ampal@flinet.com](mailto:ampal@flinet.com)

February 9, 1996

**Ms. Clarethia Golden**  
Document Specialist  
Florida Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 2:18

Re: M & L Specialty Produce Sales, Inc.  
Ref. Number: W97000001539

Dear Ms. Golden:

Enclosed are the incorporation papers you returned to me. I have made the corrections indicated in your letter. If you have any further concerns please feel free to contact this office.

Sincerely,

  
William A. Lupton, EA

wal



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 2: 18

January 22, 1997

**WILLIAM A. LUPTON**  
1053 MANOR DRIVE  
PALM SPRINGS, FL 33461

**SUBJECT: M & L SPECIALTY PRODUCE SALES, INC.**  
Ref. Number: W97000001539

We have received your document for M & L SPECIALTY PRODUCE SALES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

**Claretha Golden**  
Document Specialist

Letter Number: 097A00003070

## ARTICLES OF INCORPORATION

We, THE UNDERSIGNED, hereby associate ourselves together for the propose of becoming a corporation under the laws of the State of Florida providing liability, rights, privileges and immunities of corporations for profit.

### ARTICLE I. NAME

The name of this corporation shall be as follows: **M & L Specialty Produce Sales, Inc.**

### ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to be outstanding at any time is five hundred (500) shares of common stock one dollar (\$1.00) par value.

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is one hundred (\$100.00) dollars.

### ARTICLE V. TERM OF EXISTENCE

This corporation is to have perpetual existence.

### ARTICLE VI. ADDRESS

The initial address in the State of Florida of the principal office shall be:

**5597 Western Way  
Lantana, Florida 33463-7628**

The Board of directors may from time to time move the principal office to other addresses in the State of Florida.

### ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director initially. The number of directors may be increased or diminished by the by-laws adopted by the shareholders but in any case never less than one. The name and address of the initial Director of this Corporation shall be:

**Mathew Peck  
5597 Western Way  
Lantana, Florida 33463-7628**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 2:18

#### ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend, or repeal, by-laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions or Articles of Incorporation, or any amendment to them and any right conferred to shareholder is subject to reservation.

#### ARTICLE X. SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service Code.

#### ARTICLE XI. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, listed below, with address, accepts this position.

**Mathew Peck  
5597 Western Way  
Lantana, Florida 33463-7628**

The registered office will be located at the below address:

**5597 Western Way  
Lantana, Florida 33463-7628**

#### ARTICLE XII. INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**William A. Lupton  
1053 Manor Drive  
Palm Springs, Florida 33461**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9 day of February, 1997.

  
William A. Lupton

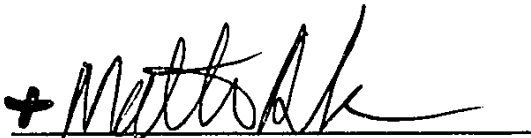
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

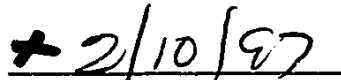
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: **M & L Specialty Produce Sales, Inc.**
2. The name and address of the registered agent and office is:

Mathew Peck  
5597 Western Way  
Lantana, Florida 33463-7628

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.

  
Mathew Peck

  
February 9, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 2:18

**DIVISION OF CORPORATIONS, PO BOX 6327 TALLAHASSEE, FLORIDA 32314**