

TRANSMITTAL LETTER

February 15th, 1997

Department of State  
Division of Corporations (Filing)  
P.O. Box 6327  
Tallahassee, FL 32314

500002089625--9  
-02/17/97--01104--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: **Okeechobee Produce, Inc.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of registered agent).

Please forward back to us written confirmation that the enclosed documents have been filed, reviewed and approved by the State of Florida. Thank you.

FROM: **Seth T. Weinstein, Esquire**  
**Counsel for Okeechobee Produce, Inc.**  
**Sokoloff & Weinstein, P.A., Attorneys at Law**  
**11440 Okeechobee Blvd., Suite 104**  
**Royal Palm Beach, FL 33411**

FILED  
97 FEB 17 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411

Tel: 407-790-6788/790-4505

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# ARTICLES OF INCORPORATION OF

**Okeechobee Produce, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, **Florida Statute Chapter 607**, hereby associate ourselves and adopt the following Articles of Incorporation:

## **ARTICLE I: NAME**

The name of the corporation shall be:

Okeechobee Produce, Inc.

## **ARTICLE II: PURPOSE**

Okeechobee Produce, Inc. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the purpose of operating as supermarket or farmer's market.

Additionally, Okeechobee Produce, Inc. shall be organized under Florida law to conduct any lawful activity for which corporations may be organized under the law in the State of Florida.

Okeechobee Produce, Inc., may invest its corporate funds into real estate, mortgages,

stocks, bonds, and any other type of investments, and may own real and personal property necessary for the rendering of any and all services authorized hereby.

### **ARTICLE III: PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall be in the City of West Palm Beach, Palm Beach County, Florida.

### **ARTICLE IV: MAILING ADDRESS**

The mailing address of the corporation shall be 5700 Okeechobee Boulevard, Store Number 16, West Palm Beach, Florida 33417.

### **ARTICLE V: DESIGNATION OF REGISTERED AGENT**

The name of the registered agent of Okeechobee Produce, Inc. shall be Seth T. Weinstein, Esquire, of Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Blvd., Suite 104, Royal Palm Beach, Florida 33411.

### **ARTICLE VI: SHARES**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares with a par value of One Thousand Dollars (\$1,000.00) per share, all of which shall be common stock of the same class.

### **ARTICLE VII: OWNERSHIP OF SHARES**

Patrick Murray acting as Co-Director of Okeechobee Produce, Inc. shall be issued thirty-four (34) shares of common stock Charles Bradley acting as co-director of Okeechobee Produce, Inc. shall be issued thirty-three (33) shares of common stock

and Jeffrey Grodzienski acting as co-director of Okeechobee Produce, Inc. shall be issued thirty-three (33) shares of common stock .

#### **ARTICLE VIII: EXISTENCE**

The corporation shall have perpetual existence.

#### **ARTICLE IX: BOARD OF DIRECTORS/INCORPORATORS**

The names and post office addresses of the first board of directors/incorporators, who subject to these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

- (1) Patrick Murray, Co-Director:  
7208 NW 43rd Street  
Coral Springs, Florida 33065
- (2) Charles Bradley, Co-Director:  
4979 Riverside Drive  
Coral Springs, Florida 33065
- (3) Jeffrey Grodzienski, Co-Director  
391 NW 87th Terrace, Building 5  
Plantation, Florida 33324

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

In addition to serving as Co-Directors of Okeechobee Produce, Inc., Patrick Murray shall serve as President of Okeechobee Produce, Inc.; and Charles Bradley and Jeffrey Grodzienski shall jointly serve as Co-Vice Presidents of Okeechobee Produce, Inc. who subject to these Articles of Incorporation shall hold office for the first year of

the corporation's existence or until their successors are elected and have qualified to serve.

#### **ARTICLE XI: PROFIT/DEBT SHARING**

All debts and obligations shall be borne among the shareholders in proportion to their relative shares. However, if the debt or obligation arose from a matter outside the scope of Okeechobee Produce, Inc. or outside the duties of the individual(s) incurring such a debt or obligation with respect to his (their) role(s) in Okeechobee Produce, Inc., then Okeechobee Produce, Inc. or its respective constituents will *not* be liable or responsible for any such debt or obligation in its entirety.

Profit sharing, salaries, dividends and bonuses will be divided among all shareholders in proportion to their respective shares.

#### **ARTICLE XII: DEATH**

Upon the death of a stockholder, his or her shares of stock in this corporation shall not be freely transferrable and shall pass immediately to the remaining stockholders forthwith. The stockholders of Okeechobee Produce, Inc. shall hold their shares as a "joint tenancy with right of survivorship."

#### **ARTICLE XIII: MANAGEMENT/AFFILIATION**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of Okeechobee Produce, Inc.

(1) Such directors/shareholders of Okeechobee Produce, Inc. shall from time to time create, readdress and amend by-laws for the corporation as the directors/shareholders should see fit.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of Okeechobee Produce, Inc. is expressly authorized to create, adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of Okeechobee Produce, Inc. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

#### **ARTICLE XIV: RESERVATION OF RIGHTS**

The directors of Okeechobee Produce, Inc. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

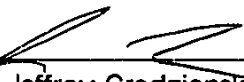
IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hand and seals this 15<sup>th</sup> day of February, 1997, for the purpose of forming Okeechobee Produce, Inc. under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



Patrick Murray, Incorporator



Charles Bradley, Incorporator

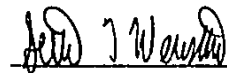


Jeffrey Grodzienski, Incorporator

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared Patrick Murray, Charles Bradley and Jeffrey Grodzienski who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of February, 1997.



Notary Public: State of Florida at Large

My Commission Expires:



SETH TAD WEINSTEIN  
My Commission CC333435  
Expires Dec. 01, 1997  
Bonded by HAI  
800-422-1555

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

Pursuant to the provisions of Florida Statute Section 607.0501 or 617.0501, 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:

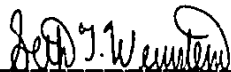
**Okeechobee Produce, Inc.**

(2) The name and address of the registered agent and office is:

**Seth T. Weinstein, Esquire  
Sokoloff & Weinstein, P.A., Attorneys at Law  
11440 Okeechobee Boulevard, Suite 104  
Royal Palm Beach, Florida 33411**

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for 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 provision 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.



*2/15/97*

Seth T. Weinstein, Esq. for Sokoloff & Weinstein, P.A., Attys at Law