

P97000020453

PAUL'S PRODUCE CORPORATION

14408 N. HENSEL LANE #201
TAMPA, FL. 33613
TEL. 813 977-6514

FEBRUARY 20, 1997

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-02/28/97--01077--013
****122.50 ****122.50

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

RE: PAUL'S PRODUCE CORPORATION

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

PAUL'S PRODUCE CORPORATION

PMB
PABLO MOREIRA
PRESIDENT

FILED
97 FEB 28 AM 8 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-6-97

FD

ARTICLES OF INCORPORATION

OF

PAUL'S PRODUCE CORPORATION

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

PAUL'S PRODUCE CORPORATION

FILED
FEB 28 AM 8 30
STATE
FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporate is authorized to issue 1,000 shares (common) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: PAUL'S PRODUCE CORPORATION
ADDRESS: 14408 N. HENSEL LANE #201
CITY: TAMPA, FL 33613

The name and street address of the Initial Registered Agent of this Corporation:

NAME: PABLO MOREIRA
ADDRESS: 14408 N. HENSEL LANE #201
CITY: TAMPA, FL 33613

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: PABLO MOREIRA - PRESIDENT & DIRECTOR
ADDRESS: 14408 N. HENSEL LANE #201
CITY: TAMPA, FL 33613

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: PABLO MOREIRA
ADDRESS: 14402 N. HENSEL LANE #201
CITY: TAMPA, FL 33613

NAME:
ADDRESS
CITY

NAME:
ADDRESS:
CITY:

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 20TH day of FEBRUARY A.D., 1997.

Pablo Moreira
PABLO MOREIRA

STATE OF FLORIDA)
SS
COUNTY OF HILLSBOROUGH)

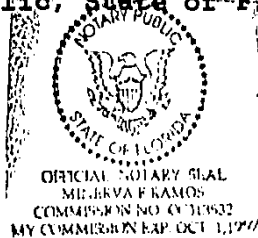
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PABLO MOREIRA known to me and known to be the person(s) who executed the foregoing Articles of Incorporation and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 20TH day of FEBRUARY A.D. 1997.

Melba Ramos

(Notary Public, State of Florida)

My Commission expires
OCT. 1, 1997



CERTIFICATE OF DESIGNATION

OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

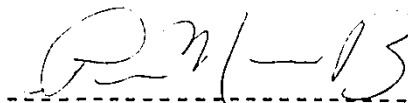
PAUL'S PRODUCE CORPORATION

Pursuant to the provisions of sections 48.091 or 617.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 14408 N. HENSEL LANE #201, TAMPA, FL 33613 has named PABLO MOREIRA located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)

FILED
97 FEB 28 AM 8 30
TAMPA
STATE
FLORIDA

Certificate & Acknowledgement
Registered Agent