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P97000051001

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -9 AM 10:49

June 3, 1997

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

RE: First Coast Produce, Inc.

900002205189--1
-06/09/97--01008--009
*****70.00 *****70.00

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Amy J. Austin
Amy J. Austin
Legal Assistant

:aja
Enclosure

D. BROWN JUN 10 1997

808 PONTE VEDRA PARK DR. SUITE 101
PONTE VEDRA BEACH, FL 32088
(904) 273-7008
FAX (904) 273-6368

8888 LILLIAN ROAD
JACKSONVILLE, FLORIDA 32211
(904) 724-6333
FAX (904) 727-6890

3030 HARTLEY ROAD, SUITE 200
JACKSONVILLE, FLORIDA 32207
(904) 260-6880
FAX (904) 260-5123

1866 DUNN AVENUE, SUITE 2
JACKSONVILLE, FLORIDA 32218
(904) 767-7820
FAX (904) 767-7827

2500 MONUMENT ROAD, SUITE 201
JACKSONVILLE, FLORIDA 32225
(904) 641-2720
FAX (904) 641-6806

**ARTICLES OF INCORPORATION
FOR
FIRST COAST PRODUCE, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is First Coast Produce, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the retail sale of produce and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

NAME

SHARES

Merlin M. Mangada

51

Fe T. Mangada

49

ARTICLE SIX

The street address of the corporation is 4186 Foxford Ct., Jacksonville, Florida 32257.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2).

The names, addresses and titles of the persons who are to serve as members of the initial board of directors are:

NAME

ADDRESS

Merlin M. Mangada
President & Secretary

4186 Foxford Ct.
Jacksonville, Florida 32257

Fe T. Mangada
Vice President & Treasurer

4186 Foxford Ct.
Jacksonville, Florida 32257

ARTICLE EIGHT

The names and addresses of the incorporators are:

NAME

ADDRESS

Merlin M. Mangada

4186 Foxford Ct.
Jacksonville, Florida 32257

Fe T. Mangada

4186 Foxford C.
Jacksonville, Florida 32257

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by an affirmative vote of the shareholders then holding a majority of the stock.

Executed by the undersigned at Jacksonville, Florida on this 3rd day of

June, 1997.

WITNESSES:

Amy J. Austin

STATE OF FLORIDA
COUNTY OF DUVAL

INCORPORATORS:

Merlin M. Mangada
MERLIN M. MANGADA

FE T. Mangada
FE T. MANGADA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MERLIN M. MANGADA and FE T. MANGADA, known to me to be the persons described herein or who produced Florida Driver's License as identification, and who executed the foregoing instrument, and they acknowledged before me that they executed the same.

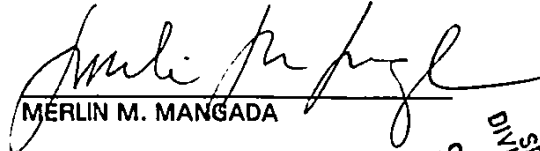
WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of June, 1997.

[Signature]
Notary Public, State of Florida
My Commission Expires:
SEAL

INITIAL REGISTERED AGENT OF FIRST COAST PRODUCE, INC.

The address of the initial registered agent of the corporation is 4186 Foxford Ct., Jacksonville, Florida 32257, and the name of its initial registered agent is MERLIN M. MANGADA.

By his signature below, MERLIN M. MANGADA accepts designation as registered agent of FIRST COAST PRODUCE, INC.


MERLIN M. MANGADA

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