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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 20, 1997

FLORIDA ACCOUNTING SERVICE 533 N. NOVA ROAD SUITE 115 ORMOND BEACH, FL 32174

SUBJECT: CHAMPION PRODUCE, INC. Ref. Number: W97000011709

We have received your document for CHAMPION PRODUCE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

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) 487-6925.

Letter Number: 197A00026996

Brenda Baker Corporate Specialist

ARTICLES OF INCORPORATION OF CHAMPION PRODUCE, INC.

FILED

97 JUN 13 AM 9: 38

The undersigned, for the purpose of forming a corporation for Approximation for the purpose of forming a corporation for the pursuant to chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: Champion Produce, Inc.

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these articles of incorporation with the Department of The State Of Florida.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business activities in the State Of Florida

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$ 1.00 par value common stock.

ARTICLE V: QUORUM FOR STOCKHOLDER'S MEETING

Unless other wise provided for in the corporation's bylaws, A majority of the shares entitled to vote, represented in by person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 20, 1997

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ARTICLE VI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 533 N. Nova Road, Suite 115, Ormond Beach, Florida 32174 and the name of the initial registered agent of this corporation is Joseph P. Clark, whose address is 533 N. Nova Road, Suite 115, Ormond Beach, Florida 32174-4421.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows:

Raymond J. Maragni Jr. 57 Canterbury Drive Scotch Plains, NJ 07076

The name and address of the corporation's incorporator is:

Raymond J. Maragni Jr. 57 Canterbury Drive Scotch Plains, NJ 07076

ARTICLE IX: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK
Unless otherwise provided in the corporation's by-laws, no
shares of the capital stock of this corporation may be transferred
without prior approval of the corporation's board of directors.

ARTICLE X: INDEMNIFICATION

The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, The undersigned authority, personally appeared Raymond J. Maragni Jr., to me well known and known to be the person described in and who subscribed to the above foregoing Articles Of Incorporation and he freely and voluntarily acknowledges before me that he made and scribe the same for the uses and purposes therein mentioned and set forth.

Joseph H. Clark

STATE OF FLORIDA AT LARGE

My Commission Expires:



PAGE 3

CERTIFICATE OF REGISTERED AGENT OF CHAMPION PRODUCE INC.

The above-named corporation designed to organize under the laws of the State Of Florida with its principle office being located at 533 N Nova Road, Suite 115, Ormond Beach, Florida 32174-4421, as indicated within the Articles of Incorporation, within the city limits of Ormond Beach, Florida, herein names Joseph P. Clark as resident agent, whose address is 533 N. Nova Road, Suite 115, Ormond Beach, Florida 32174-4421, to accept service of process within this state.

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with this provision of said act relative to keeping said of tipe open:

oseph P. Clark

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, personally appeared, Joseph P. Clark, to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instruments for the purpose therein expressed.

WITNESS my hand and official seal this ______ | 4 day of

_____, A.D., 1997

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

TONI ANDERSON
MY COMMISSION & CC 468317
EXPIRES: September 19, 1000
Bouled Thru Houry Public Undersolves

My commissions expires

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