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A PARTNERSHIP INCLUDING
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97 AUG 25 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BREKID COUNTY OFFICE
304 EAST STRAWBRIDGE AVENUE
MARIETTA, FLORIDA 32901
TELEPHONE (407) 725-3303

PLEASE REPLY TO
VERO BEACH

VIA PRIORITY MAIL DELIVERY

August 22, 1997

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: J.V.'s FRESH FRUITS & VEGETABLES, INC.

Dear Sirs/Ladies:

In regard to the above, please find enclosed an original set of Articles of Incorporation. Please file this document and return an acknowledgement of filing to the undersigned as promptly as possible. This firm's check in the amount of \$70.00 is enclosed representing payment of the fee for this service.

Thank you for your attention to this matter.

Sincerely,

James A. Taylor, III

JAT:PAH
Encs. - check
25850

CHP
8/26/97

ARTICLES OF INCORPORATION
OF
J.V.'S FRESH FRUITS & VEGETABLES, INC.

FILED
97 AUG 25 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

J.V.'S FRESH FRUITS & VEGETABLES, INC.

The principal place of business of this corporation shall be 360 35th Court S.W., Vero Beach, Florida 32968, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 360 35th Court S.W., Vero Beach, Florida

32968, and the name of the initial registered agent of the corporation at that address is JAMES A. VANDOLI.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

James A. Vandoli - President, Director
360 35th Court S.W.
Vero Beach, Florida 32968.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors.

ARTICLE IX. INCORPORATOR

FILED

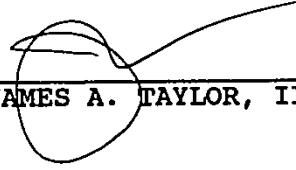
The name and street address of the incorporator are as follows:
Articles of Incorporation are as follows:

57 AUG 25 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLEM, POLACKWICH, VOCELLE & TAYLOR
c/o James A. Taylor, III
Suite 501, 2770 Indian River Boulevard
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 22nd day of August, 1997.

CLEM, POLACKWICH, VOCELLE & TAYLOR

By: 
JAMES A. TAYLOR, III

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

JAMES A. VANDOLI, whose address is as follows: 360 35th Court
S.W., Vero Beach, Florida 32968, which is the same address as set
forth in Article IV hereof, having been designated as the
Registered Agent in the above and foregoing Articles, is familiar
with and accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.


JAMES A. VANDOLI