

P97000080010

TRANSMITTAL LETTER

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

SUBJECT: INTERNATIONAL PRODUCE WHOLESALE, INC.
(PROPOSED CORPORATE NAME)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM:

WATNE ERIET, CPA
NAME

1460 HERBESCU AVE
ADDRESS

LINTEA PARK, FL 32789-1614
CITY, STATE, & ZIP

(407) 628 3585
TELEPHONE NUMBER

100002293011--8
-09/15/97--01101--008
*****70.00 *****70.00

Note: Additional copies of articles is needed only when certified copy is requested.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 AM 10:40

FILED STATE
SECRETARY OF CORPORATIONS
91 SEP 15 AM 10:40
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
INTERNATIONAL PRODUCE WHOLESALE, INC.

ARTICLE I - NAME

The name of this corporation is INTERNATIONAL PRODUCE WHOLESALE, INC.
and its principal place of business and mailing address is 2660 W. Fairbanks Ave., Winter
Park, Florida 32789

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of voting common stock having a
par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2660 W. Fairbanks
Ave., Winter Park, Florida 32789 and the initial registered agent of this corporation at
that address is Brian Bone.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Brian Bone

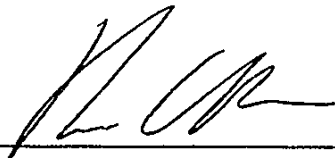
2660 W. Fairbanks Ave.

Winter Park, Florida 32789

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director.
to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 11th day of September, 1997.


A handwritten signature in dark ink, appearing to read 'Brian Bone', is written over a horizontal line.

Brian Bone, Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, 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.

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DIVISION OF CORPORATIONS
97 SEP 15 AM 10:40

1. The name of the corporation is: **INTERNATIONAL PRODUCE WHOLESALE**.
2. The name and address of the registered agent and office is:

Brian Bone

2660 W. Fairbanks Ave.

Winter Park, Florida 32789

SIGNATURE: _____

(CORPORATE OFFICER)

TITLE : President

DATE : _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE 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 PROVISIONS 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.

SIGNATURE _____

DATE _____

REGISTERED AGENT FILING FEE: \$35.00