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ROLAND D. FALCO
FINANCIAL ACCOUNTING ASSOCIATES
THE CENTRE AT PALM & STIRLING
SUITE 211
COOPER CITY, FLORIDA 33024
(954) 430-0422

FILED
97 SEP 24 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEPTEMBER 18, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: THE PRODUCE PLACE, STARKE, INC.

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-09/24/97--01084--003
****122.50 ****122.50

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF
INCORPORATION, TOGETHER WITH A 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,


ROLAND D. FALCO,
INCORPORATOR

MAILING ADDRESS OF CORPORATION:

ROLAND D. FALCO
FINANCIAL ACCOUNTING ASSOCIATES
THE CENTRE AT PALM & STIRLING
9900 STIRLING ROAD, SUITE 211
COOPER CITY, FL. 33024

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THE PRODUCE PLACE, STARKE, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATIONS ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE - CORPORATE NAME

THE CORPORATE NAME IS THE PRODUCE PLACE, STARKE, INC.

ARTICLE TWO - DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE - PURPOSE

THE CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE FOUR - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 7,500 ALL OF WHICH SHALL BE COMMON SHARES WITH A PAR VALUE OF ONE DOLLAR.

ARTICLE FIVE - REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1460 S. WALNUT ST., STARKE, FLORIDA 32091, AND THE NAME OF THE REGISTERED AGENT IS PETRONA A. WATERS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE PRODUCE PLACE, STARKE, INC.

ARTICLES OF INCORPORATION

ARTICLE SIX - DIRECTOR(S)

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF A MINIMUM OF ONE DIRECTOR AND A MAXIMUM OF SIX DIRECTORS. INITIALLY THERE SHALL BE THREE DIRECTORS:

ROBERT D. WATERS, PRES./DIR.
1460 S. WALNUT ST.
STARKE, FLORIDA 32091
(904) 966-0456

PETRONA A. WATERS, V.PRES./DIR.
1460 S. WALNUT ST.
STARKE, FLORIDA 32091
(904) 966-0456

LOUIS N. FICK, TREAS./DIR.
1015 NW 107 TERRACE
GAINSVILLE, FLORIDA 32066
(352) 331-1048

ARTICLE SEVEN - OFFICER(S)

THE CORPORATION SHALL HAVE, INITIALLY, THREE OFFICERS:

ROBERT D. WATERS, PRES./DIR.
1460 S. WALNUT ST.
STARKE, FLORIDA 32091
(904) 966-0456

PETRONA A. WATERS, V.PRES./DIR.
1460 S. WALNUT ST.
STARKE, FLORIDA 32091
(904) 966-0456

LOUIS N. FICK, TREAS./DIR.
1015 NW 107 TERR.
GAINSVILLE, FLORIDA 32066
(352) 331-1048

M OF

THE PRODUCE PLACE, STARKE, INC.

ARTICLE EIGHT - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

ROLAND D. FALCO
FINANCIAL ACCOUNTING ASSOCIATES
THE CENTRE AT PALM & STIRLING
9900 STIRLING ROAD, SUITE 211
COOPER CITY, FL. 33024
(954) 430-0422

IN WITNESS WHEREOF, I HAVE SUBSCRIBED MY NAME THIS 18 nd DAY OF
SEPT., 1997.

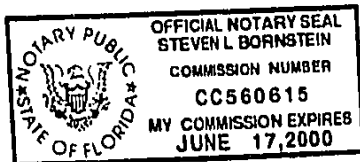
Roland D. Falco
ROLAND D. FALCO, INCORPORATOR
STATE OF FLORIDA
COUNTY OF BROWARD

ON THIS 18 nd DAY OF SEPTEMBER, 1997 BEFORE ME PERSONALLY APPEARED
ROLAND D. FALCO, KNOWN TO BE THE PERSON WHOSE NAME IS SUBSCRIBED
TO THE WITHIN INSTRUMENT, AND ACKNOWLEDGED THAT HE HAS EXECUTED
THE SAME FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HEREUNTO SET MY HAND AND OFFICIAL SEAL.

DATE: September 18, 1997

Steven L. Bornstein
NOTARY PUBLIC



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THE PRODUCE PLACE, STARKE, INC.

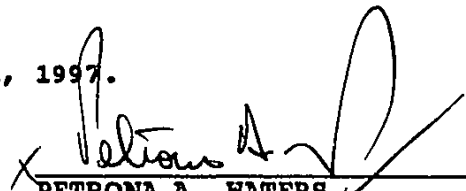
CERTIFICATE OF REGISTERED AGENT

PURSUANT TO 48.091 OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT; THAT THE PRODUCE PLACE, STARKE, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1460 S. WALNUT ST., STARKE, FLORIDA 32091, NAMED PETRONA A. WATERS, LOCATED AT 1460 S. WALNUT ST., STARKE, FLORIDA 32091 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND TO COMPLY WITH THE PROVISIONS OF SAID STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THIS 18th DAY OF SEPTEMBER, 1997.


X _____
PETRONA A. WATERS,
REGISTERED AGENT

FILED
97 SEP 24 PM 12:49
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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THE PRODUCE PLACE, STARKE, INC.

ASSIGNMENT OF ARTICLES OF INCORPORATION

OF

THE PRODUCE PLACE, STARKE, INC.

I, ROLAND D. FALCO, HEREBY ASSIGN TO PETRONA A. WATERS ALL OF MY RIGHTS, TITLE AND INTERESTS AS INCORPORATOR AND SUBSCRIBER TO THE ARTICLES OF INCORPORATION AND THE CAPITAL STOCK THEREOF OF THE PRODUCE, STARKE, INC., A CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA.

EXECUTED THIS 18th DAY OF SEPTEMBER, 1997.



ROLAND D. FALCO,
INCORPORATOR

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