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CROSS CREEK PRODUCE
P. O. BOX 1362
PLANT CITY, FL 33564-1362

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

November 17, 1997

DEPARTMENT OF STATE FLORIDA
NEW CORPORATION DIVISION
409 E. GAINES STREET
TALLAHASSEE, FL 32399

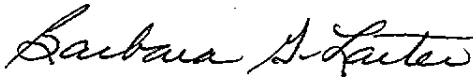
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TO WHOM IT MAY CONCERN:

Please return a certified copy of the Articles of Incorporation in the self addressed postage paid envelope.

Thanking you in advance for your cooperation in this request.

Sincerely,



Barbara G. Larter

P. Hall
NOV 25 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CROSS CREEK PRODUCE, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is CROSS CREEK PRODUCE, INC.
2. The period if perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 500 shares, all one class, \$1.00 par value.
5. The address of its initial registered office is 1305 W. Dr. MLK Jr., Blvd., Unit 3, Plant City, Florida 33566, and the name of its initial registered agent at said address is Barbara G. Larter. The principal office address is 1305 W. Dr. MLK Jr. Blvd., Unit 3, Plant City, FL 33566 and the principal office mailing address is P. O. Box 1362, Plant City, FL 33564.
6. The number of directors constituting its initial board of directors is two (2), whose names and addresses are:

NAMES

ADDRESS

J.L. MATTHEWS

2128 EAST ADMIRAL DRIVE
VIRGINIA BEACH, VA 23451

BARBARA G. LARTER

2590 SUNRISE TERRACE
AUBURNDALE, FL 33823

7. The names and addresses of the incorporators are:

NAMES

ADDRESS

J.L. MATTHEWS

2128 EAST ADMIRAL DRIVE
VIRGINIA BEACH, VA 23451

BARBARA G. LARTER

2590 SUNRISE TERRACE
AUBURNDALE, FL 33823

DATED this 20th day of November, 1997.

J. L. Matthews
J. L. MATTHEWS

Barbara G. Larter
BARBARA G. LARTER

STATE OF Virginia
COUNTY OF Virginia Beach
City

BEFORE ME, the undersigned authority, personally appeared J. L. MATTHEWS, who is personally known to me for identification, who produced Virginia driver's license and is known to be the person described in and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Princess Anne Bank, in said County and State this 20th day of November, 1997.
City

My commission Expires:
1-31-2000

Helen P. Davis
NOTARY PUBLIC
originally commissioned as
Helen P. Preston

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared BARBARA G. LARTER, who is personally known to be the person described, who produced personally known for identification and is known to be the person described in and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Plant City, in said County and State this 17th day of November, 1997.

My commission Expires:



Barbara W. Goodwin
NOTARY PUBLIC

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY accept designation as registered agent.



BARBARA G. LARTER

(941) 967-4799

(813) 754-6655