

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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S & S Vegetable
Brokers, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 11:28

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Signature _____

Requested by: JS

Name _____

Date

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RP
12-26-97

ARTICLES OF INCORPORATION

OF

S & S VEGETABLE BROKERS, INC.

FILED
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DIVISION OF CORPORATIONS

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We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be **S & S VEGETABLE BROKERS, INC.**

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be the operation of a fruit and vegetable brokerage business.

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other

negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any

of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

ARTICLE III

The amount of Capital Stock authorized shall consist of five hundred (500) shares of Class A common voting stock having a par value of One Dollar (\$1.00) per share (the "Class A Common Stock") and five hundred (500) shares of Class B common non-voting stock having a par value of One Dollar (\$1.00) per share (the "Class B Common Stock"). The Class A and Class B Common Stock may be issued for consideration consisting of any tangible or

intangible property or benefit to the Corporation, including but not limited to cash, promissory notes, securities, labor or services performed, promises to perform labor or services evidenced by written contract, or other securities of the Corporation, which the Board of Directors of the Corporation determines is adequate.

The rights and privileges afforded to the holders of the Class A and Class B Common Stock with respect to dividends and all other matters shall be identical in all respects except that the holders of Class A Common Stock shall have full voting rights and the holders of Class B Common Stock shall have no voting rights.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand and No/100 (\$1000.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE VI

The principal place of business of said corporation in the State of Florida is: 8809 29th Street East, Parrish, Florida 34219. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but the number of directors shall never be less than one (1) nor more than three (3).

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and the officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
FRANK W. SANZONE	8809 29th Street East Parrish, Florida 34219	President
C. JEFFREY SCHONEY	8809 29th Street East Parrish, Florida 34219	Secretary/ Treasurer
PHYLLIS MEADE	8809 29th Street East Parrish, Florida 34219	None

ARTICLE IX

The name and post office address of each shareholder of these Articles of Incorporation, and the statement of the number of shares and class of stock of each said shareholder is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
FRANK W. SANZONE	8809 29th Street East Parrish, Florida 34219	Class A 250	\$250.00
C. JEFFREY SCHONEY	8809 29th Street East Parrish, Florida 34219	Class A 250	\$250.00
PHYLLIS MEADE	8809 29th Street East Parrish, Florida 34219	Class B 250	\$250.00
C JEFFREY SCHONEY	8809 29th Street East Parrish, Florida 34219	Class B 250	\$250.00

ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each

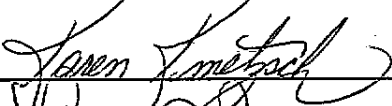
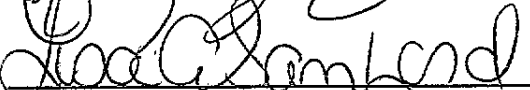
amendment to these Articles of Incorporation shall be proposed by one or more of the voting stockholders of this corporation. Any question or motion or action of the voting stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the voting stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the voting stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the voting stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

ARTICLE XI

The street address of the initial registered office of this corporation is: 8809 29th Street East, Parrish, Florida 34219, and the name of the initial registered agent of this corporation is V. WILLIAM KAKLIS, Kaklis, Reid, Venable and Witt PA, 1400 4th Avenue West, Bradenton, Florida 34205.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 24th day of December, 1997.

Signed, Sealed and Delivered
In the Presence Of:

As to the signature of the
Subscriber, V. WILLIAM KAKLIS


V. WILLIAM KAKLIS (SEAL)

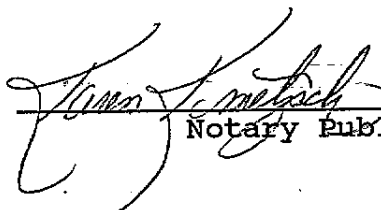
SUBSCRIBER

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **V. WILLIAM KAKLIS**, subscriber, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or produced a personally known as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of December, 1997.





Notary Public

CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of **S & S VEGETABLE BROKERS, INC.**, a corporation duly organized and existing under the laws of the State of Florida is: 8809 29th Street East, Parrish, Florida 34219.

2. The Registered Office of this corporation is:
8809 29th Street East, Parrish, Florida 34219.

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
V. WILLIAM KAKLIS	1400 4th Avenue West Bradenton, Florida 34205

4. The name and address and respective office of each member of the Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
FRANK W. SANZONE	8809 29th Street East Parrish, Florida 34219	President
C. JEFFREY SCHONEY	8809 29th Street East Parrish, Florida 34219	Secretary/ Treasurer
PHYLLIS MEADE	8809 29th Street East Parrish, Florida 34219	None

5. The name and address of each subscriber to these Articles of Incorporation are:

NAME

ADDRESS

V. WILLIAM KAKLIS

1400 4th Avenue West
Bradenton, Florida 34205

S & S VEGETABLE BROKERS, INC.

By: 

V. WILLIAM KAKLIS, ESQ.
Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT


OF

S & S VEGETABLE BROKERS, INC.

Having been named a 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: December 24, 1997



V. WILLIAM KARKLIS, ESQ.
Registered Agent

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