

BLANK ROME COMISKY & MCCAULEY LLP

Counselors at Law

Direct Dial Phone

P98000009009

Pennsylvania  
New Jersey  
Delaware  
Maryland  
Washington, D.C.  
Florida

January 19, 1998

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

700002412577--8  
-01/27/98-01011-016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Orange Royal Farmers Markets, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely,

  
ROGER C. STANTON

Enclosures

FILED  
98 JAN 27 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER JAN 29 1998

**ARTICLES OF INCORPORATION  
OF**

**ORANGE ROYAL FARMERS MARKETS, INC.**

FILED  
98 JAN 27 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is Orange Royal Farmers Markets, Inc. (the "Corporation").

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, \$1.00 par value.

**ARTICLE V**

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

**ARTICLE VI**

The principal place of business of the Corporation shall be Delray Beach, Florida, and its mailing address shall be:

3416 South Federal Highway  
Delray Beach, Florida 33483

**ARTICLE VII**

The name of the registered agent and the street address of the initial registered office of the Corporation is:

BRCMC, Inc.  
c/o Blank Rome Comisky & McCauley LLP  
1200 N. Federal Highway - Suite 309  
Boca Raton, Florida 33432

#### ARTICLE VIII

The names and street addressees of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME	ADDRESS
Scott J. Frank Director, President, Treasurer, Secretary	3416 South Federal Highway Delray Beach, Florida 33483

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

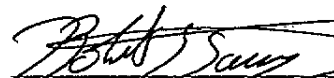
#### ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

NAME	ADDRESS
Robert S. Saraga	Blank Rome Comisky & McCauley LLP 1200 N. Federal Highway, Suite 309 Boca Raton, Florida 33432

IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of January, 1998.

INCORPORATOR

  
Robert S. Saraga, Esquire

STATE OF FLORIDA

COUNTY OF PALM BEACH

)

) SS.

)

The foregoing instrument was acknowledged before me this 20 day of January, 1998 by Robert S. Saraga who is personally known to me or who has produced \_\_\_\_\_ as identification.



BARBARA E LANSBERRY  
My Commission CC395515  
Expires Jul. 26, 1998  
Bonded by HAI  
800-422-1555

Barbara E. Lansberry  
Notary Public


**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.

1. The name of the Corporation is Orange Royal Farmers Markets, Inc.
2. The name and address of the registered agent and office is:

BRCMC, Inc.  
c/o Blank Rome Comisky & McCauley LLP  
1200 N. Federal Highway - Suite 309  
Boca Raton, Florida 33432

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.

  
Michael H. Leeds, Vice President

Dated: This 20 day of January, 1998

FILED  
98 JAN 27 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA