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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 25, 1998

UCC FILING & SEARCH 526 EAST PARK AVENUE TALLAHASSEE, FL 32301

SUBJECT: PREMIER PRODUCE INC.

Ref. Number: W98000006677

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date

We have received your document for PREMIER PRODUCÉ INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 398A00016101

#### ARTICLES OF INCORPORATION

<u>OF</u>

#### PREMIUM PRODUCE, INC.

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

## ARTICLE ONE NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be PREMIUM PRODUCE, INC. The Principal address of the Corporation will be 676 N.W. 34th Street, Miami, Florida 33127.

## ARTICLE TWO DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

## ARTICLE THREE PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE FOUR CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at \$1.00 par value.

### ARTICLE FIVE PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9900 Stirling Road, Suite 230,

Cooper City, Florida 33024 and the name of the initial registered agent at that address is Law Offices of Dvora M. Weinreb, P.A.

#### ARTICLE SEVEN INCORPORATORS

The name and address of each person signing these Articles is:

**NAME** 

<u>ADDRESS</u>

Joseph Rosenblum

10277 Bermuda Drive Cooper City, Florida 33026

## ARTICLE EIGHT INDEMNIFICATION

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

#### ARTICLE NINE AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this <u>23rd</u> day of March, 1998.

Joseph Rosenblum

Subscriber

STATE OF FLORIDA ) COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 23rd day of March, 1998, by JOSEPH

ROSENBLUM, who is personally known to me

DVORA WEINREB
COMMISSION # CC 573787
EXPIRES SEP 30, 2000
BONDED THRU
ATLANTIC BONDING CO... INC.

NOTARY PUBLÍC DVORA WEINREB Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That PREMIUM PRODUCE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 676 N.W. 34th Street, Miami, Florida 33127, County of Miami-Dade, State of Florida, has named DVORA WEINREB of LAW OFFICES OF DVORA M. WEINREB, P.A. located at 9900 Stirling Road, Suite 230, Cooper City, County of Broward, State of Florida, as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Registlered Agent

DVORA WEINREB