

P98000059512

June 30, 1998

EFFECTIVE DATE
7/10/98

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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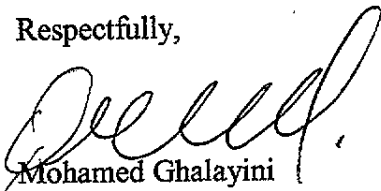
Dear Sir or Madam:

Enclosed please find one original document and one original copy of the Articles of Incorporation for AMG Wholesale Produce, Inc. Also, please find \$131.25, for filing fees, payable to the Department of State. Please file the enclosed articles, and mail the certified copy and certificate to:

Mohamed Ghalayini
647 W. South Street - Suite 3
Orlando, Florida 32801

Please do not hesitate to contact me if additional information is required. Thank you for your assistance.

Respectfully,


Mohamed Ghalayini

Enclosure: (5)

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TALLAHASSEE, FLORIDA

7A-7/6/98

ARTICLES OF INCORPORATION
OF
AMG WHOLESALE PRODUCE, INC.

EFFECTIVE DATE
7/10/98

ARTICLE I. NAME: The name of the corporation is AMG Wholesale Produce, Inc.

ARTICLE II. PURPOSE: This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

ARTICLE III. EFFECTIVE DATE: The effective date of this Corporation is July 10, 1998.

ARTICLE IV. DURATION: The corporation is to exist perpetually.

ARTICLE V. SHARES: This corporation is authorized to issue ONE THOUSAND (1,000) Shares of common stock of a par value of ONE (\$1.00) per share.

ARTICLE VI. Principal Office:

647 W. South Street – Suite 3
Orlando, Florida 32801

ARTICLE VII. Mailing address of Corporation: The mailing address of the corporation is 647 W. South Street – Suite 3, Orlando, Florida 32801.

ARTICLE VIII. Initial Registered Agent and Street Address: The name and address of the registered agent are as follows:

Mohamed Ghalayini
647 W. South Street – Suite 3
Orlando, Florida 32801

ARTICLE IX. Initial Board of Directors: This corporation shall have three (2) directors initially. The number of directors may either be increased

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or decreased from time to time by an amendment of the by-laws, but shall never be less than two (2).

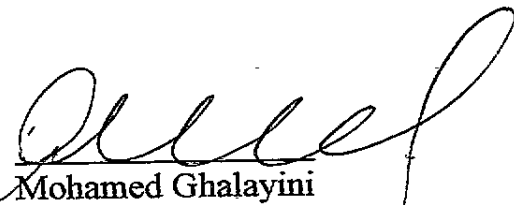
Mohamed Ghalayini
Roger Samms

The name and address of the initial director of this corporation is:

Mohamed Ghalayini
647 W. South Street - Suite 3
Orlando, Florida 32801

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Article X. Incorporator: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

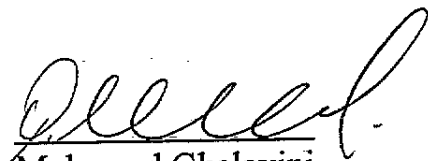


Mohamed Ghalayini
Signature/Incorporator

6-30-1998
Date

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent 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.



Mohamed Ghalayini
Signature/Registered Agent

6-30-1998
Date