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FLORIDA DIVISION OF CORPORATIONS

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FROM: MISHAN, SLOTO, & GREENBERG, P.A.
073330003137

ACCT#:

CONTACT: JAMES R SLOTO

PHONE: (305) 379-1792

FAX #:

(305) 379-2328

NAME: S&H PRODUCE, INC.

AUDIT NUMBER.....H98000018064

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
S&H PRODUCE, INC.**

ARTICLE I

NAME

The name of the corporation is S&H PRODUCE, INC. The mailing address of the corporation shall be 2140 NW 13 Avenue, Miami, Florida 33142.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

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This instrument prepared by:

Andrew B. Hellinger, Esq.

Florida Bar No. 861553

Mishan, Sloto, Greenberg, Hellinger & Udolf, P.A.

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33131

(305) 379-1792

Fax Audit No. H98000018064 9

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INCORPORATOR

The names and addresses of the persons signing these Articles as Incorporator are:

Nancy Cruz
2140 NW 13 Avenue
Miami, FL 33142

ARTICLE VII

DIRECTORS

The initial director of this Corporation is Nancy Cruz.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2140 NW 13 Avenue, Miami, FL 33142, and the name of the initial registered agent of this corporation at that address is Nancy Cruz.

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This instrument prepared by:

Andrew B. Hellinger, Esq.

Florida Bar No. 861553

Mishan, Sloto, Greenberg, Hellinger & Udolf, P.A.

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33131

(305) 379-1792

Fax Audit No. H98000018064 9

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this
3rd day of September, 1998.



NANCY CRUZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 3rd day of September, 1998.



NANCY CRUZ

F:\DATA\S&H\PRODUA\ARTICLES\INC

Fax Audit No. _____
This instrument prepared by:
Andrew B. Hellinger, Esq.
Florida Bar No. 861553
Mishan, Sloto, Greenberg, Hellinger & Udolf, P.A.
200 S. Biscayne Blvd., Suite 2350
Miami, FL 33131
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