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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

QUALITY PRODUCE DISTRIBUTORS INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

FAS-T AGENTS INC

SUBJECT: QUALITY PRODUCE DISTRIBUTORS INC
REF: W98000022862

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000018629
Letter Number: 998A00049986

ARTICLES OF INCORPORATION
OF
QUALITY PRODUCE DISTRIBUTORS INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: QUALITY PRODUCE DISTRIBUTORS INC.

The principal place of business of this corporation shall be:
12555 Biscayne Blvd, N Miami, FL 33181

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1000 shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

William Diaz

12555 Biscayne Blvd N Miami FL 33181

Prepared by: Michael I. Santucci, Esq.
5201 N.W. 74 th Avenue
Miami, FL 33166
1-800-714-6191
Bar# 0105260

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TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

William Diaz

12555 Biscayne Blvd, N. Miami, Fl 33181

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 7th day of October, 1998

Signature(s) of Incorporator(s)

William Diaz

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

QUALITY PRODUCE DISTRIBUTORS INC.

2. The name and address of the registered agent and office is:

William Diaz

12555 Biscayne Blvd, N. Miami, FL 33181

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33181

(CITY/STATE/ZIP)

SIGNATURE

William Diaz

TITLE Director

DATE 10-7-98

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

William Diaz

DATE 10-7-98