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February 17, 1999

Secretary of State
Division of Corporation
406 E. Gaines Street
Tallahassee, Florida 32399

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-02/18/99--01034--016

*****78.75 *****78.75

Dear Secretary of State:

Enclosed find one original and two copies of the Articles of Incorporation plus an original and copy of an Acceptance by Registered Agent for Suncoast Produce, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$78.75 to cover the cost of the statutory filing fee, the certified copy and the Registered Agent's designation.

Respectfully,


Carolyn A Gold
Certified Public Accountant

FILED
99 FEB 18 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 19 1999

ARTICLES OF INCORPORATION
OF
Suncoast PRODUCE, Inc.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this corporation is Suncoast PRODUCE, Inc.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or of the State, more specifically set out as follows:

1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with an auxiliary foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of "no par value" common stock which shall be designated "Common Voting Stock".

ARTICLE 5 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6 - INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of this corporation is 11685 Dahlia Drive, Royal Palm Beach FL 33411, and the name of the initial registered agent is Isaias Flores Jr.. The principal place of business is 11685 Dahlia Drive, Royal Palm Beach FL 33411.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Directors consisting the initial Board of Directors. The name & address of the Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Isaias Flores, Jr.	11685 Dahlia Drive Royal Palm Beach, FL 33411

ARTICLE 8 - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation is Isaias Flores, Jr. of 11685 Dahlia Drive, Royal Palm Beach FL 33411.

ARTICLE 9 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, and the Shareholders.

ARTICLE 10 - INDEMNIFICATION

This corporation shall indemnify an officer or director or a former officer or director to the fullest extent permitted by law.

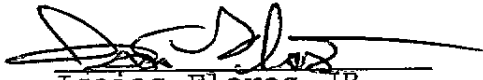
ARTICLE 11 - POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - AMENDMENT

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

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of February, 1999.



Isaias Flores, JR
11685 Dahlia Drive
Royal Palm Beach FL 33411

ACCEPTANCE BY REGISTERED AGENT

SUNCOAST PRODUCE, Inc.

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By:


Isaias Flores, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA