

AIELLO'S PRODUCE, INC.

1227 Calamondin Drive
Holiday, Florida 34691
(727) 944-2599

P99000083343

September 16, 1999

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

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-09/16/99--01017--004
****122.50 *****78.75

Re: Aiello's Produce, Inc.

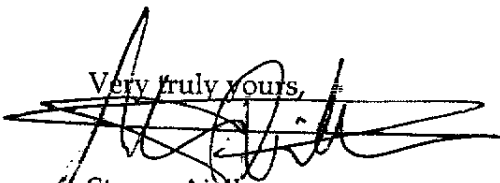
To whom it may concern:

Please find enclosed the original and one copy of the Articles of Incorporation, together with our check in the amount of \$ 122.50. This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and fee for the Certificate of Designation of Registered Agent for the above named corporation.

Please return our certified copy to the following address:

AIELLO'S PRODUCE, INC.
1227 Calamondin Drive
Tampa, Florida 34691

Very truly yours,


Steven Aiello
President

FILED
99 SEP 16 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-21
WC

ARTICLES OF INCORPORATION
of

AIELLO'S PRODUCE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

AIELLO'S PRODUCE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1227 Calamondin Drive
Holiday, Florida 34691

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized as a non-profit organization for the purpose of wholesale produce and vegetables or any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Steven Aiello
1227 Calamondin Drive
Holiday, Florida 34691

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The names of the initial director of the corporation are as follows:

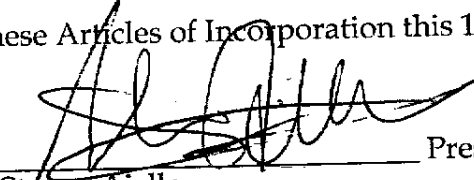
Steven Aiello
1227 Calamondin Drive
Holiday, Florida 34691

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are as follows:

Steven Aiello
1227 Calamondin Drive
Holiday, Florida 34691

The undersigned have executed these Articles of Incorporation this 10th day of September, 1999.



Steven Aiello President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

AIELLO'S PRODUCE, INC.

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

Steven Aiello
1227 Calamondin Drive
Holiday, Florida 34691

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNED: _____

DATE: 9-10-99