

P99000096721

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sun Pride Produce, Inc.

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ARTICLES OF INCORPORATION

OF

SUN PRIDE PRODUCE, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I

Name and Address

The name of the Corporation shall be **SUN PRIDE PRODUCE, INC.**, and its mailing address is P.O. Box 833, Lakeland, Florida 33802-0833.

ARTICLE II

Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is:

MICHAEL C. HARRIS
417 Waverly Place
Lakeland, Florida 33815

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI

Initial Officers

Section 1. The Initial Officers of the corporation are those described below and whose names and address are:

President/Secretary/Treasurer	MICHAEL C. HARRIS
	417 Waverly Place
	Lakeland, Florida 33815

Section 2. The number of officers of the corporation shall be as provided in the Bylaws of the Corporation.

Section 3. Officers shall be elected and hold office as provided in the Bylaws.

ARTICLE VII

Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Notwithstanding any provisions to the contrary no Bylaws shall be adopted by the Corporation which in anyway limit or repeal these Articles of Incorporation.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VIII
Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE IX
Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be 417 Waverly Place, Lakeland, Florida 33815.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **MICHAEL C. HARRIS**.

ARTICLE X
Incorporators

The Incorporator is **MICHAEL C. HARRIS**, whose address is 417 Waverly Place, Lakeland, Florida 33815.

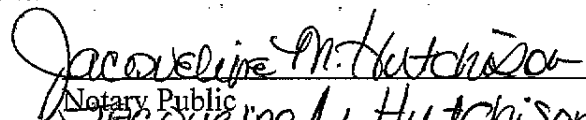
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 2nd day of November, 1999.


MICHAEL C. HARRIS

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 2nd day of Nov., 1999, by **MICHAEL C. HARRIS**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

 **Jacqueline M. Hutchison**
COMMISSION # CC 727294
EXPIRES MAR 23, 2002
BONDED THRU _____ CO., INC.


Notary Public
Jacqueline M. Hutchison
(Print or Type Notary Name)

Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)

 **Jacqueline M. Hutchison**
COMMISSION # CC 727294
EXPIRES MAR 23, 2002
BONDED THRU _____
ATLANTIC BONDING CO., INC.

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **SUN PRIDE PRODUCE, INC.**,
as stated in these Articles of Incorporation.



MICHAEL C. HARRIS

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