

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

FRUIT & PRODUCE SERVICE CORP.

a corporation duly organized and existing under the laws of **New York** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **9th** day of **September,** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **9th** day of **September,** 1965, a designation of **Allan S. Seranson** in the County of **Teton** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **9th** day of **September**, A.D. 19 **65**.

Secretary of State.

CERTIFICATE OF INCORPORATION

-of-

FRUIT & PRODUCE SERVICE CORP.

Pursuant to Article Two of the Stock Corporation Law

We, the undersigned, for the purpose of forming a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, certify:

FIRST: The name of the corporation is FRUIT & PRODUCE SERVICE CORP.

SECOND: The purposes for which it is to be formed are:

Subject to the limitations and restrictions imposed by Article Two of the Stock Corporation Law:-

To buy, sell, deal in or with any and all kinds of commodities, securities, produce, wares, merchandise, or goods, and any and all commodities, produce, food and food products of every class and description, fresh, dried, canned, frozen, preserved or otherwise, and all food and other preparations, dealt in upon any Board of Trade, exchange or market, either as broker or agent, upon any basis allowed by such exchange or market and agreed to in the contract of purchase or sale by the buyer or seller thereof.

To acquire by purchase or otherwise hold, own, develop, improve, sell, convey, exchange, mortgage, lease and otherwise deal or trade in and dispose of real property and any estate, interest or rights therein; to lend money on bonds secured by mortgage on real or personal

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property or otherwise; to erect, construct, alter, maintain and improve houses, buildings, and farms of every kind and description on any lands of the corporation or upon any other lands; to buy, sell, exchange or otherwise deal in lands, tenements or improved and unimproved real estate.

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous, for the business of the corporation, and which can lawfully be done under the laws of the State of New York.

To purchase, acquire, hold and dispose of the stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

The foregoing and following clauses shall be construed as subjects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York, and it is hereby expressly provided that the exercise of the powers and the execution of specific powers shall not be limited in any manner the powers of the corporation may be exercised in any manner or proper for the corporation.

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objects hereinabove enumerated either alone or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

Nothing in this certificate contained, however, shall authorize the corporation to carry on any business or exercise any powers in any state or country which a similar corporation organized under the laws of such state or country could not carry on or exercise.

THIRD: The total number of shares of all classes of stock which the corporation shall have authority to issue is 600 shares, all without par value and alike in all respects, except that 100 shares thereof shall be known as Class A common stock and shall be voting common stock, and 500 shares thereof shall be known as Class B common stock and shall be non-voting common stock.

FOURTH: The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as from time to time by resolution of the Board of Directors may be transferred thereto.

FIFTH: The designations, preferences, privileges and voting powers or restrictions or qualifications of the several classes of shares which the corporation shall be authorized to issue are as follows:

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Class A common stock shall have exclusive voting power.

The holders of Class B common stock shall not be entitled to vote in a proceeding for mortgaging the property and franchises of the corporation pursuant to section sixteen of the Stock Corporation Law, for authorizing any guaranty pursuant to section nineteen of the Stock Corporation Law, for sale of franchises and property pursuant to section twenty of the Stock Corporation Law, for consolidation pursuant to section eighty-six of the Stock Corporation Law, for voluntary dissolution pursuant to section one hundred five of the Stock Corporation Law, or for change of name pursuant to the General Corporation Law, nor in the election of directors, or in any other proceedings or at any stockholders' meeting except as some provision of law may expressly confer a right to vote regardless of any provision to the contrary in a certificate of incorporation or other certificate filed pursuant to law.

SIXTH: The office of the corporation shall be located in the City and State of New York, and the address to which the Secretary of State shall mail a copy of any process in any action or proceeding against the corporation which may be served upon him is c/o David Siskind, 51 Chambers Street, City and State of New York.

SEVENTH: The duration of the corporation shall be perpetual.

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EIGHTH: The number of directors shall be not less than three (3) nor more than five (5), who need not be stockholders.

NINTH: The names and post office addresses of the directors until the first annual meeting of the stockholders are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
DAVID SISKIND	51 Chambers Street, New York City
HARRY BERMACK	51 Chambers Street, New York City
MOLLIE BLOOM	51 Chambers Street, New York City

TENTH: The names and post office addresses of each subscriber of this certificate of incorporation, and a statement of the number of shares which each agrees to take in the corporation, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>
DAVID SISKIND	51 Chambers Street, N.Y.C.	1
HARRY BERMACK	51 Chambers Street, N.Y.C.	1
MOLLIE BLOOM	51 Chambers Street, N.Y.C.	1

ELEVENTH: All of the subscribers of this certificate are of full age; at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

TWELFTH: The Secretary of State of the State of New York is hereby designated as the agent of the

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corporation upon whom process in any action or proceeding against the corporation may be served.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 12th day of November, 1947.

David Siskind J.S.

Harry Bernack J.S.

Mollie Bloom J.S.

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

On this 12th day of November, 1947, before me personally appeared DAVID SISKIND, HARRY BERNACK and MOLLIE BLOOM, to me known to be the individuals described in and who executed the foregoing certificate, and they duly and severally acknowledged to me that they executed the same.

Robert Barro

ROBERT BARRO
Notary Public, State of New York
Residing in Kings County
Kings Co. Clk's No. 166, Reg. No. 650-B-9
Certificates filed in
N.Y. Co. Clk's No. 1115, Reg. No. 10-A-B-5
Bronx County Reg's No.
Queens County Reg's No.
Commission Expires March 1, 1950

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