

Division of Corporations

**P03000142822**

Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**world cocoa beans & products (usa) corporation**

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ARTICLES OF INCORPORATION

OF

WORLD COCOA BEANS & PRODUCTS (USA) CORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is WORLD COCOA BEANS & PRODUCTS (USA) CORPORATION

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1901 S. Congress Avenue, Suite 120, Boynton Beach, Florida AND the name of the initial registered agent is: William R. Merkle.

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ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be 276 36<sup>th</sup> Avenue, Vero Beach, Florida 32968.

ARTICLE VII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

The name and address of the initial Officer and Shareholders of this corporation is:

NAME	ADDRESS
Ralph E. Gordon	10 Willowbrook Lane, No. 202 Delray Beach, Florida 33446 Shareholder and President
Paul Ashley	10 Willowbrook Lane, No. 208 Delray Beach, FL 33446 Shareholder
Leena Ebai	5023 Cumberland Glen Lane Smyrna, GA 30080 Shareholder and Secretary/Treasurer

ARTICLE VIII. INCORPORATOR

The name AND address of the Incorporator of the corporation is:

NAME	ADDRESS
Ralph E. Gordon	10 Willowbrook Lane, No. 202 Delray Beach, Florida 33446

ARTICLE IX. AMENDMENT TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders.

IN WITNESS WHEREOF, the undersigned has subscribed her name this 25 day of November, 2003.

  
Ralph E. Gordon

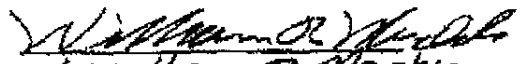
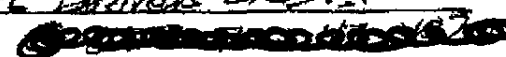
STATE OF FLORIDA            :  
  ss:  
COUNTY OF PALM BEACH    :

On this 25 day of November, 2003, before me, the undersigned officer, personally appeared Ralph E. Gordon, known to me to be the person whose name is subscribed to the within instrument, and she acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



William R. Mentje  
MY COMMISSION # 00212564 EXPIRES  
November 15, 2007  
BONDED BY FLY HIGH FINANCE, INC.

  
William R. Mentje  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE  
Personally known to me or  
Produced identification:  
FL DRIVER'S LICENSE  


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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

NAME OF CORPORATION

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

WORLD COCOA BEANS & PRODUCTS (USA) CORPORATION, a corporation organized under the laws of the State of Florida, with its principal office at 276 36<sup>th</sup> Avenue, Vero Beach, Florida 32968 and has named William R. Merkle, 1901 S. Congress Avenue, Suite 120, Boynton Beach, Florida 33426, as its agent to accept service of process within this State.

DATED: November 25, 2003.

BY: Ralph E. Gordon  
Ralph E. Gordon,  
As President

ACCEPTANCE AND ACKNOWLEDGMENT:

I agree as Resident Agent to accept Service of Process: to keep the office open during proscribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Dated: November 25, 2003.

William R. Merkle  
William R. Merkle,  
Registered Agent

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