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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

FRUITS & PASSION AMERICA INC.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. FRUITS & PASSION AMERICA INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3.76-0740141

(FEI number, if applicable)

4. AUGUST 12, 2003

(Date of incorporation)

5.PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 501 Silverside Road, Suite 105, Wilmington, DE 19809

(Principal office address)

501 Silverside Road, Suite 105, Wilmington, DE 19809

(Current mailing address)

8. Any legal purpose

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Intrastate Registered Agent Corporation

Office Address: 701 Brickell Avenue, Suite 3000

Miami

(City)

Florida 33131

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Intrastate Registered Agent Corporation

Francis F. Fung

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

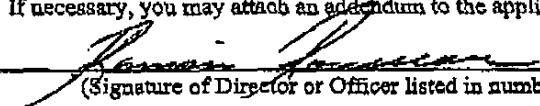
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. ROMAIN ROUSSEAU, DIRECTOR
(Typed or printed name and capacity of person signing application)

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Fruits & Passion America Inc.**Officers/Directors Rider**

| | |
|--|--|
| Jean Hurteau 21 Paul-Gauguin, Candiac, Quebec, Canada J5R 3X8 | President Director |
| Guy Hurteau 21 Paul-Gauguin, Candiac, Quebec, Canada J5R 3X8 | Vice-President and Secretary Director |
| Romain Rousseau 21 Paul-Gauguin, Candiac, Quebec, Canada J5R 3X8 | Director |
| Bertrand Castonguay 21 Paul-Gauguin, Candiac, Quebec, Canada J5R 3X8 | Director |
| Patrice Vachon 21 Paul-Gauguin, Candiac, Quebec, Canada J5R 3X8 | Director |
| Louise-Marie Parisien 21 Paul-Gauguin, Candiac, Quebec, Canada J5R 3X8 | Director |
| Jocelyn Tremblay 21 Paul-Gauguin, Candiac, Quebec, Canada J5R 3X8 | Director |

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRUITS & PASSION AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRUITS & PASSION AMERICA INC." WAS INCORPORATED ON THE TWELFTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



3691747 8300

070730037

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5775797

DATE: 06-20-07

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** TOTAL PAGE.05 **