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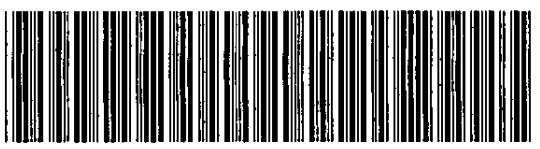
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SEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: TROPICAL FOODS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MERY LOPEZ
(Name of Person)

LAW OFFICES OF MERY LOPEZ, P.A.
(Firm/Company)

150 NW 168 STREET, SUITE 214
(Address)

NORTH MIAMI BEACH, FL 33169
(City/State and Zip Code)

For further information concerning this matter, please call:

MERY LOPEZ at (**305**) **882-2739**
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
DIVISION OF CORPORATION

08 AUG -1 PM 4: 06

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
TROPICAL FOODS, LLC
(A Florida Limited Liability Company)**

The Articles of Organization for this Limited Liability Company were filed on March 08, 2006 and assigned Florida document number L06000025848.

This amendment is submitted to amend the following:

ARTICLE I – COMPANY FORMATION

THE UNDERSIGNED, for the purposes of forming a Limited Liability Company under the Laws and Statutes of the State of Florida, hereby adopt the following Articles.

ARTICLE II – NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The business of the Limited Liability Company shall be conducted under the name of TROPICAL FOODS, LLC. The principal office and the address of the Limited Corporation shall be 8095 NW 12th Street, Suite 101, Miami, FL 33126.

The mailing address is 8095 NW 12th Street, Suite 101, Miami, FL 33126.

ARTICLE III – NATURE OF BUSINESS

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV – REGISTERED AGENT

The name and Florida street address of the registered agent for service of process shall be:

Mery Lopez, P.A.
150 NW 168 Street
Suite 214
North Miami Beach, FL 33169

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company 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 statues 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.

Registered Agent Signature: _____


MERY LOPEZ, ESQ.

ARTICLE V – TERM

The Limited Liability Company shall have perpetual existence.

ARTICLE VI – BOARD OF MEMBERS

Members

The business(es), purpose(s), and object(s) of this Company shall be managed by the Members, which shall be headed by a Managing Member. Initially, the Board shall be composed of TWO (2) Managing Member. The number of Members may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Company which shall be approved by the affirmative vote of the Fifty One Percent (51%) of the Members entitled to vote thereon (or in the manner provided for by law), but shall never be less than One (1). The Managing Member shall report directly to the members, and shall not be held accountable to anyone other than the Members. Designation of Limited Liability Members shall occur subsequently according to operating agreement or the members.

The names and address of the initial Managing Members are:

TROPICAL TRADING OF SOUTH FLORIDA, INC. 50%
8095 NW 12th Street
Suite 101
Miami, FL 33126

XPORTMASTER INC. 50%
8095 NW 12th Street
Suite 101
Miami, FL 33126

ARTICLE VII – OFFICERS

Officers

The Managing Members may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business(es), purpose(s), and/or object(s) of this Company and/or any and all of its Subsidiaries and/or Division. The Members may make recommendations as to naming, election, and/or appointment of prospective Officers. However, the Members may not name, elect, and/or appoint a prospective Officer over the objection(s) of the Managing Member. The Managing Member of this Company shall report directly to the Members to whom they shall be held accountable.

The name(s) and address(es) of the initial Officers are:

ROSS, STEVE PRESIDENT/SECRETARY
8095 NW 12th Street
Suite 101
Miami, FL 33126

PRIMOLI, DAREN J VICE-PRESIDENT/ TREASURER
8095 NW 12th Street
Suite 101
Miami, FL 33126

ARTICLE VIII – RIGHTS AND OBLIGATIONS OF DIRECTORS

1. The Managing Member shall have complete discretion in the management and control of the affairs of the Limited Liability Company and shall make all decisions affecting Company affairs unless otherwise provided in the Operating Agreement executed simultaneously herein.

2. The Managing Member shall manage and control the affairs of the Limited Liability Company to the best of its ability and use his best efforts to carry out the purposes of the Company.

3. The Managing Member: (a) shall maintain at the expense of the Limited Liability Company complete and accurate records of all rights and interests acquired or disposed of by the Company, all correspondence relating to business, and records of all statements, bills and other instruments furnished the Members in connection with its business. The records shall be kept in the principal office for the periods customary in business. The records shall be kept in the principal office for the periods customary in business. All Members of the Operating Agreement shall have free access to all records upon reasonable notice to other members.

(b) Shall maintain at the expense of the Limited Liability Company adequate records and accounts of all operations and expenditures and furnish the Members an annual profit and loss statement and report information necessary for the Members income tax returns.

(c) May purchase at the expense of the Limited Liability Company, liability, hazard, and other insurance to protect the Members properties and business.

(d) May execute all documents or instruments which he deems appropriate in carrying out the purposes of the Limited Liability Company.

(e) May borrow money if necessary from individuals, banks, and other lending institutions for company purposes, and pledge or mortgage properties of the Limited Liability Company's security for the loans.

(f) The Members shall have full access to the above information, and upon any objection by any one member, there shall be a vote and the majority, Fifty One Percent (51%) shall prevail.

**ARTICLE IX –
UNITS OF OWNERSHIP**

Designation and distribution of the units of ownership of the Limited liability Company shall occur by subsequent creation of operating agreement.

ARTICLE X – SUBSIDIARIES

The Limited Liability Company may create or form, or cause to be created or formed; any and all subsidiaries, domestic and/or foreign, as the Managing Member (with the advice and consent of the Members) may from time to time determine.

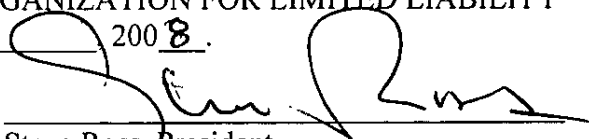
ARTICLE XI – DIVISIONS

This Company may create or form, or cause to be created or form, any and all Divisions within this Company and/or any and all Subsidiaries therefore as the Members may from time to time determine for the purpose of conducting and/or pursuing the business(es), purpose(s), and/or objects(s) of this Company and/or any and all Subsidiaries thereof.

ARTICLE XII – AMENDMENTS

The power to adopt, alter, amend, and/or repeal the Articles of Formulation for the Limited Liability Company shall be vested in the Members. Each Amendment shall be approved by a majority vote of the Members entitled to vote thereon at a meeting of the Members called for that purpose.

WHEREFORE, for the purpose of forming this Company under the Laws and Statutes of the State of Florida; the undersigned has/have made, subscribed to, executed, and acknowledges these ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY this 31 day of July 2008.



Steve Ross, President
Authorized representative of
TROPICAL FOOD, LLC.
Managing Partner of
TROPICAL FOODS, LLC.