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TALLAHASSEE, FLORIDA

J. Shivers FEB 20 2007

Cadenhead Law Firm

A PROFESSIONAL ASSOCIATION

Attorney's At Law

Chris Cadenhead Robert A. Dees
Justin I. Remol James R. Murray*

*Also admitted to practice in Wyoming & Colorado

Gordon Ball
Of Counsel, Tennessee Bar

Pier 98 Centre
543 Harbor Boulevard
Suite 501
Destin, Florida 32541
Phone: (850) 837-5509
Facsimile: (850) 837-5505

420 East Pine Avenue
Crestview, Florida 32539
Phone: (850) 682-6164
Facsimile: (850) 682-8343

VIA REGULAR U.S. MAIL

February 12, 2007

Dept. of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: *Filing of Articles for a Non-Profit (i.e., Destin Harvest, Inc.)*

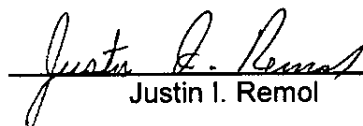
Dear Dept. of State:

Please find enclosed the following:

1. Articles of Incorporation of Destin Harvest, Inc.
2. A Check in the amount of \$87.50 for the following fees:
 - a. Filing Fee (\$35.00).
 - b. Designation of Reg. Agent Fee (\$35.00).
 - c. Certified Copy Fee (\$8.75).
 - d. Certificate of Status Fee (\$8.75).
3. Self-addressed/ Postage-paid return envelope.

Please accept the payment and file the Articles. Once completed, please remit a Certified Copy of the Articles and a Certificate of Status in the envelope provided. Your help in this regard is greatly appreciated. Please call with any questions you may have.

Sincerely,


Justin I. Remol

Enc.: As stated

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U.S. DEPT. OF STATE

ARTICLES OF INCORPORATION

OF

DESTIN HARVEST, INC.

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of Chapter 617, Florida Statutes (the Florida Not for Profit Corporation Act), the undersigned does hereby make, adopt and file the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation ("corporation") shall be:

DESTIN HARVEST, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be:

**538 Highway 98
Destin, Florida 32541**

ARTICLE III

Purpose

3.01 The Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

subsequent federal tax law. In furtherance of such purposes, the Corporation is organized primarily to distribute food to poor and distressed persons, to indigent persons, and/or to underprivileged persons and to otherwise promote social welfare.

3.02 The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) and candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Code or the corresponding provision of any subsequent federal tax law, or (b) by an organization contributions to which are deductible under Section 170 (c)(2) of the Code or the corresponding provision of any subsequent federal tax law.

ARTICLE IV

The manner in which the Board of Directors are elected shall be set forth in the By-Laws of the Corporation.

ARTICLE V

Initial Directors

The names and addresses and titles of the initial Board of Directors are as follows:

Charles Morgan, III
538 Highway 98
Destin, FL 32541
Chairman

George F. Landegger
Parsons & Whittemore, Inc.
4 International Drive
Rye Brook, NY 10573
Director

Darby S. (Heather) Coleman
105 Tallapoosa Street
Montgomery, AL 36104
Director

ARTICLE VI

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 538 Highway 98, Destin, Florida 32541.

The initial registered agent of the Corporation shall be Charles Morgan, III, who shall be located at the initial registered office of the Corporation.

ARTICLE VII

Incorporator

Justin I. Remol
Cadenhead Law Firm
543 Harbor Blvd., Suite 501
Destin, Florida 32541

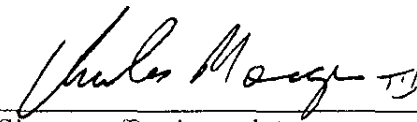
ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as such under Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine.

.....

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered and agree to act in this capacity.


Signature/Registered Agent

1-29-07
Date

Justin I. Remol
Signature/Incorporator

01-30-07
Date

STATE OF FLORIDA)
)
COUNTY OF OKALOOSA)

I, The undersigned authority, a Notary Public in and for said County and State, hereby certify that Charles Morgan, III, registered agent, and Justin I. Remol, incorporator, whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that being informed of the content of the foregoing document, they executed the same voluntarily on the date set forth below.

Given under my hand and official seal on this 29th day of January 2007.

Jackie T. Tway
Notary Public

JACKIE T. TWAY
COMMISSION # DD473299
MY COMMISSION EXPIRES: 9/19/2009
STATE OF FLORIDA NOTARY PUBLIC

My Commission Expires:

[SEAL]

JACKIE T. TWAY
COMMISSION # DD473299
MY COMMISSION EXPIRES: 9/19/2009
STATE OF FLORIDA NOTARY PUBLIC

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This instrument was prepared by:

Justin I. Remol
Cadenhead Law Firm
543 Harbor Blvd., Suite 501
Destin, Florida 32541