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FILED  
01 MAY -4 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
727 441-4278

May 1, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Filing Articles of Incorporation for Suncoast Produce  
Two, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for filing regarding the above referenced corporation. I have enclosed a check in the amount of Seventy Eight Dollars and 75/100 (\$78.75) made payable to the Florida Secretary of State. I understand this amount will cover filing fees, registered agent fees and costs for a certified copy.

The certified copy of the Articles of Incorporation should be returned to me at the above address.

Thank you for your attention to this matter.

Very truly yours,

Daniel K. Schaffner, Esq.

DKS/cc

Enclosures

D. BROWN MAY 10 2001

**ARTICLES OF INCORPORATION  
OF  
SUNCOAST PRODUCE TWO, INC.**

**FILED**  
**01 MAY -4 AM 11:24**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby present these Articles of Incorporation, to become a corporation under the laws of the State of Florida, and do hereby accept all the rights, privileges, benefits and obligations conferred and issued by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the corporation hereby organized.

**ARTICLE 1: NAME**

1.1 The name of the corporation shall be Suncoast Produce Two, Inc.

**ARTICLE 2: ADDRESS**

The principal and mailing address of the corporation shall be 1616 Gulf to Bay Blvd. #D, Clearwater, FL 33755.

**ARTICLE 3: NATURE OF BUSINESS**

3.1 This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE 4: CAPITAL STOCK**

4.1 Authorized Shares. The aggregate number of shares that the corporation has authority to issue shall be One Hundred Million (100,000,000) shares of common stock. Such shares shall not have any par value, except that they shall have a par value of \$.00001 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of a corporation, and except that they shall have such par value as may be fixed by the corporation's Board of Directors for the purpose of a statute or regulation requiring the shares of the corporation to have a par value.

4.2 Issuance of Shares. The Board of Directors of the corporation is authorized from time to time to accept subscriptions for issue, sell and deliver shares of stock of any class or series of the corporation, and rights to purchase securities of the corporation, to such person, at such time, for such consideration, and upon such terms and conditions as the Board shall determine.

4.3 Class and Series of Shares. The Board of Directors of the corporation is further authorized to issue more than one class and/or series of shares and has the power to fix the relative rights and preferences of any such classes and series.

#### **ARTICLE 5: RIGHTS OF SHAREHOLDERS**

5.1 Preemptive Rights. No shareholder of the corporation shall have any preemptive right to subscribe for, purchase or acquire any shares of stock of any class or series of the corporation now or hereafter authorized or issued by the corporation

5.2 No Cumulative Voting Rights. No shareholder shall have the right to cumulate votes for the election of directors or for any other purpose.

#### **ARTICLE 6: LIMITATION OF DIRECTOR LIABILITY**

6.1 A director shall not be personally liable to the corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director, except to the extent that elimination or limitation of liability is not permitted under Section 607.0850, the Florida Business Corporation Act, as the same exists or may hereafter be amended. Any repeal or modification of the provisions of this Article shall not adversely affect any right or protection or a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE 7: WRITTEN ACTION BY DIRECTORS**

7.1 Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors or, in cases where the action need

not be approved by the shareholders, by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

#### **ARTICLE 8: MERGER, EXCHANGE, SALE OF ASSETS AND DISSOLUTION**

8.1 Where approval of shareholders is required by law, the affirmation vote of the holders of at least a majority of the voting power of all shares entitled to vote shall be required to authorize the corporation (i) to merge into or with one or more other corporations, (ii) to exchange its shares for shares of one or more other corporations, (iii) to sell, lease, transfer or otherwise dispose of all or substantially all of its property and assets, including its good will, or (iv) to commence voluntary dissolution.

#### **ARTICLE 9: AMENDMENT OF ARTICLES OF INCORPORATION**

9.1 Any provision contained in these Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of the holders of at least a majority of the voting power of the shares present and entitled to vote at a duly held meeting or such greater percentage as may be otherwise prescribed by the laws of the State of Florida.

#### **ARTICLE 10: INITIAL REGISTERED AGENT AND ADDRESS**

10.1 The name and address of the initial registered agent is Richard E. Metz, 1060 Fox Hollow Run, Dunedin, FL 34698.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 17<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
Richard E. Metz


**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
01 MAY -4 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is Suncoast Produce Two, Inc.
2. The name and address of the registered agent and office is Richard E. Metz  
1060 Fox Hollow Run, Dunedin, FL 34698.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE-STATED CORPORATION 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 STATUTES 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.



Richard E. Metz