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CMR & ASSOCIATES SERVICES, INC.

2033 Wood Street, Suite 215
Sarasota, FL 34237
Phone: 941-366-3603 - Fax: 941-365-7254
Email: cmr@cmrassociates.org
Web: <http://www.cmrassociates.org>

FILED
02 APR 19 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 2, 2002

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: TropicalPie.com, INC.

Dear Sir or Madam:

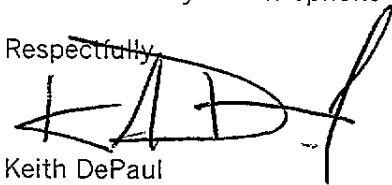
Enclosed is an original and one (1) copy of the articles of incorporation for captioned entity. Also, please find enclosed a check in the amount of \$78.75 for the Florida filing fee and Certificate.

Please send all correspondence pertaining to this incorporation to:

Keith DePaul
4411 Bee Ridge Rd., #385
Sarasota, FL 34231

Our daytime telephone number is: 941-273-6444

Respectfully,



Keith DePaul

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ARTICLES OF INCORPORATION

Member: National Society of Accountants



g4/25

ARTICLES OF INCORPORATION
OF
TropicalPie.com, Inc.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be: **TropicalPie.com, Inc.**, (hereinafter, "Corporation").

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4411 Bee Ridge Rd., # 385, Sarasota, FL 34231

ARTICLE IV - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Keith DePaul
4411 Bee Ridge Rd. #385
Sarasota, FL 34231

ARTICLE V - CORPORATE CAPITALIZATION

V.1 The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1,000)** shares of common stock. Par value of each share is **ONE DOLLAR (\$1)**.

V.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

V.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

V.4 The Board of Director(s) of the Corporation may, be Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VI – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VII – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII – REGISTERED OWNER (S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person(s) in whose name(s) any share or right is registered on the books of the Corporation as the owner(s) thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE IX - REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Cassandra M. Russell
2033 Wood Street, Suite 215
Sarasota, FL 34237

ARTICLE X – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XI - EFFECTIVE DATE

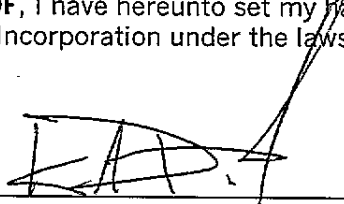
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this

4/2/02

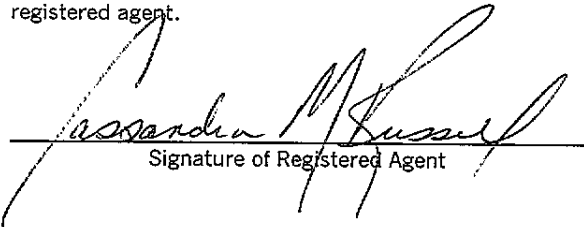


Signature of Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service 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.



Signature of Registered Agent

4/2/02

Date