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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JAN 12 AM 8:53

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

SUBJECT: Tilted Acres Farm, Inc.

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certified
Copy

\$87.50
Filing Fee
& Certified
Copy &
Certificate of Status

FROM:

John O. BENSON

Name(printed or typed)

4106 BESSEMER

Address

BROOKSVILLE FL 341602

City State & Zip

352 799 0850

Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF Tilted Acres Farm , Inc

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TALLAHASSEE, FLORIDA
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ARTICLE I

The name of the Corporation is Tilted Acres Farm, Inc.

ARTICLE II

Its initial registered office and principal office in the State of Florida is
4106 Bessemer Rd , Brooksville, FL, County of Hernando .

The name of the initial registered agent at such address is John Benson.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage
in any lawful act or activity for which corporations may be organized under the
Florida Business Corporation Act.

ARTICLE IV

The total number of shares of capital stock that the Corporation shall have
authority to issue is 1,000 all of which are to be common stock with a par
value of \$.01 per share.

ARTICLE V

The name and address of the incorporator is: John Benson.
4106 Bessemer Rd, Brooksville, FL 34602.

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII

Subject to the laws of the State of Florida, the following provisions are adopted for the management of the business, and for the conduct of the affairs of the corporation and for the conduct of the affairs of the corporation and for defining, limiting and regulating the powers of the corporation, the directors, and the stockholders:

- (a) The books of the corporation may be kept outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors and the Board of Directors shall have power to exercise all the powers of the Corporation, included (but not limited to) the power to create mortgages upon the whole or part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute.
- (c) The number of Directors constituting the initial Board of Directors is one(1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one(1). The name and address of each initial Director of the Corporation is as follows:

John Benson

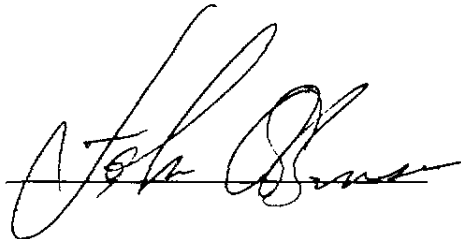
4106 Bessemer Rd
Brooksville, FL 34602

(d) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by statute, and all the rights herein conferred are granted subject to this reservation.

ARTICLE IX

In accordance with Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

I The undersigned, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my hand this 6 day of JAN 2004.

A handwritten signature in black ink, appearing to read "John Benson", written over a horizontal line.

John Benson

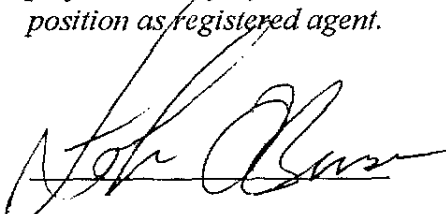
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned 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 Tilted Acres Farm, Inc.
2. The name and address of the registered agent and office is:

John Benson
4106 Bessemer Rd
Brooksville, FL 34602

Having been named 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 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 am familiar and accept the obligations of my position as registered agent.


Signature

1-6-04
Date

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