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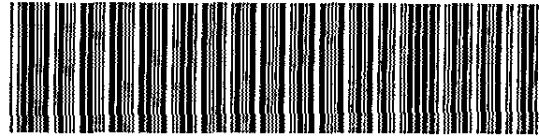
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2004 FEB -2 P 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

January 30, 2004

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 33299

Re: Filing Articles of Incorporation for **BLOOM ORGANICS, INC.**

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, and a check for:

Filing Fee	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75

Total Amount of Check	\$ 87.50

Please file the original and return the certified copy and certificate of status to:

Patrick McManus
4023 Sawyer Road, Suite 102
Sarasota, Florida 34233
(941) 780-5525

ARTICLES OF INCORPORATION
OF
BLOOM ORGANICS, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation shall be

BLOOM ORGANICS, INC.

ARTICLE II
PRINCIPAL LOCATION OF OFFICES

The corporation's principal office, and the mailing address, shall be

4023 SAWYER ROAD, SUITE 102, SARASOTA, FLORIDA 34233

The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

ARTICLE III
PURPOSE AND POWERS

The general purpose for which the corporation is initially organized shall be to manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized, and to do so in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV AUTHORIZED SHARES

The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one hundred (100) shares at one dollar (\$1.00) par value. These shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V INITIAL OFFICERS AND DIRECTORS

The initial Officers and Directors of the corporation shall be

Carmen Rogers McManus	Patrick McManus
3839 Tangier Terrace	3839 Tangier Terrace
Sarasota, Florida 34239	Sarasota, Florida 34239
President	Vice President, Secretary

ARTICLE VI INITIAL REGISTERED AGENT

The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be

Patrick McManus
4023 Sawyer Road, Suite 102
Sarasota, Florida 34233

ARTICLE VII
INCORPORATOR

The name and address of the incorporator executing this instrument is as follows:

Patrick McManus
4023 Sawyer Road, Suite 102
Sarasota, Florida 34233

ARTICLE VIII
COMMENCEMENT AND DURATION

The corporation's existence shall commence at **12:01 A.M. on the date of JANUARY 30, 2004**, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE IX
GENERAL

The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business.

.....
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 agent and agree to act in this capacity.



Signature/Registered Agent



Signature/Incorporator

1/30/04
Date

1/30/04
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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