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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

ivory coast cocoa corporation

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ARTICLES OF INCORPORATION

OF

IVORY COAST COCOA CORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is IVORY COAST COCOA CORPORATION

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with par value of \$1.00.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1901 South Congress Ave. Suite 120, Boynton Beach, Florida 33426, and the name of the initial registered agent is: William R. Merkle.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The street address of the principal office of the corporation shall be 1050 S. Federal Highway, Suite 135, Delray Beach, Florida 33483.

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ARTICLE VII. DIRECTORS

The names and addresses of the Officers and Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Roger Messou Ehounoud	26 B.P. 1030 Abidjan Ivory Coast	President/Director
Jacques Koffi Mangoua	Plateau Av. Noguez Immeuble Atlantique 01 BP 3232 Abidjan 01 Cote d'Ivoire	Vice-President/ Director
Raphael Malan N'da	26 B.P. 1030 Abidjan Ivory Coast	Secretary-Treasurer/ Director

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Roger Messou Ehounoud	26 B.P. 1030 Abidjan Ivory Coast

ARTICLE IX. AMENDMENT TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16 day of February, 2005.

  
\_\_\_\_\_  
Roger Messou Ehounoud

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF PALM BEACH )

On this 16 day of February, 2005, before me, the undersigned officer, personally appeared Roger Messou Ehounoud known to me to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*William R. Merkle*



William R. Merkle  
MY COMMISSION # 00232534 EXPIRES  
November 15, 2007  
NOTICED THROUGH THE FLORIDA BAR WEBSITE

William R. Merkle  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE  
Personally known to me  
Or produced identification:

*Passport - 9761271057*  
*Republique de Cote d'Ivoire*

STATE OF FLORIDA  
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process within this State, naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

NAME OF CORPORATION

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

IVORY COAST COCOA CORPORATION, a corporation organized under the laws of the State of Florida, with its principal office at 1050 S. Federal Highway, Suite 135, Delray Beach, Florida 33483, has named William R. Merkle, as its agent to accept service of process within this State at its registered office at 1901 South Congress Ave, Suite 120, Boynton Beach, Florida 33426.

DATED: February 16, 2005.

BY: *[Signature]*  
Roger Messou Ehounoud, as President

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ACCEPTANCE AND ACKNOWLEDGMENT:

I agree as Resident Agent to accept Service of Process: to keep the office open during prescribed hours: to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Dated: February, 16, 2005.

  
William R. Merkle,  
Registered Agent

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