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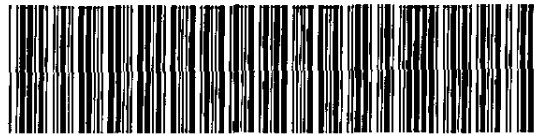
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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 OCT -4 PM 12:00

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. AGRO-PALMS, INC
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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TALLAHASSEE, FLORIDA

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Examiner's Initials

ARTICLES OF INCORPORATION OF:

AGRO-PALMS, INC
4435 SW 160 AVENUE
MIRAMAR, FL 33027

The undersigned, for the purpose of forming a Corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

AGRO-PALMS, INC

ARTICLE II

This Corporation shall have the authority to engage in any activities of business permitted under the laws of the United States of America and/or the State of Florida.

ARTICLE III

This corporation is authorized to issue 100 shares of common stock at \$1.00 per value. Each share of stock shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

This corporation is to exist perpetually unless otherwise dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be: 4435 SW 160 AVENUE MIRAMAR, FL 33027 and the name of the initial registered agent at that address is ROSARIO NUNEZ

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ARTICLE VI

This corporation shall have one Director initially; the number of directors may be increased or decreased from time to time by a vote of a majority but shall never be less than one. The name and address of the initial director is:

ROSARIO NUNEZ
4435 SW 160 AVENUE
MIRAMAR, FL 33027

ARTICLE VII

The name and address of the sole Incorporator is: ROSARIO NUNEZ 4435 SW 160 AVENUE MIRAMAR, FL 33027

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 3RD day of October, 2005


ROSARIO NUNEZ
INCORPORATOR

CERTIFICATE OF REGISTERED AGENT

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON ITS PROCESS MAY BE SERVED.

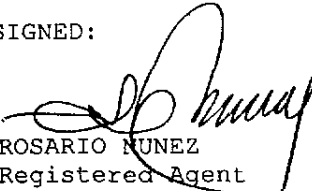
In compliance with section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that, AGRO-PALMS, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business at 4435 SW 160 AVENUE MIRAMAR, FL 33027 has named ROSARIO NUNEZ as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNED:


ROSARIO NUNEZ
Registered Agent

DATED: October 3, 2005

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TAL SHAHSEE, FLOP

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