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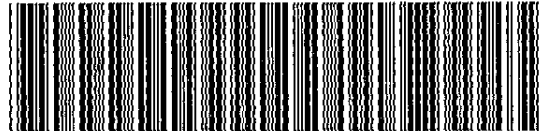
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 20 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Key West Nut House Corporation

Signature _____

Requested by: _____

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- Courier

ARTICLES OF INCORPORATION
OF
KEY WEST NUT HOUSE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

The name of the corporation is: **KEY WEST NUT HOUSE CORPORATION**

I. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the principal office is 24746 Overseas Highway, Summerland Key, FL 33042 and the mailing address is P O Box 420497, Summerland Key, FL 33042

II. TERM OF EXISTENCE

The Corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be January 1, 2006.

III. NATURE OF BUSINESS

The general nature of the business is to be conducted by this corporation is limited to:

WHOLESALE, PACKAGING & RETAIL SALES OF NUTS, DRIED FRUIT, CANDY

IV. QUALIFICATIONS OF MEMBERS

The qualifications for members and the manner of their admission shall be as regulated by the bylaws.

V. INITIAL REGISTERED AGENT

The initial registered agent of the Corporation shall be **Jennifer Cleaver**

VI. INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

19482 CANAL DRIVE, SUGARLOAF KEY, FL 33042

VII. DIRECTORS

A board of two directors shall exercise this corporation initially. The number of directors may be increased from time to time by bylaws adopted by the stockholders.

VIII. INITIAL DIRECTORS

The names and addresses of the initial director(s) is as follows:

Jennifer Cleaver, 19482 Canal Drive, Sugarloaf Key, FL 33042

Richard Cleaver, 19482 Canal Drive, Sugarloaf Key, FL 33042

IX. INCORPORATOR

The incorporator is **Susan Murphy, Oceanside Accounting & Office Services, Inc.**

P.O. Box 510535, Melbourne Beach, FL 32951

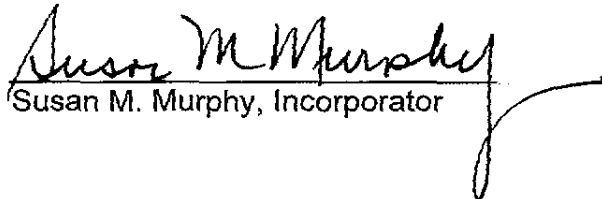
X. AMENDMENT

The articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

XI. CAPITAL STOCK

The Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of common stock having a nominal par value of one-dollar (1.00) per share


Jennifer Cleaver, Registered Agent

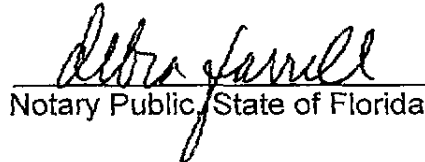

Susan M. Murphy, Incorporator

STATE OF FLORIDA

COUNTY OF MONROE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgements, personally appeared Jennifer Cleaver and Susan Murphy, to me known to be the persons described as Registered Agent and Incorporator, and they acknowledged before me that they executed the same.

5th WITNESS my hand and official seal in the county of Monroe, State of Florida, this day of Dec, 2005


Notary Public, State of Florida

My Commission Expires:



Debra Farrell
My Commission DD124364
Expires June 11, 2006

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

KEY WEST NUT HOUSE CORPORATION

2. The name and address of the registered agent and office is:

JENNIFER CLEAVER
19482 CANAL DRIVE, SUGARLOAF KEY, FL 33042

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.



JENNIFER CLEAVER

12-1-05
DATE