

P07000052707

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(Business Entity Name)

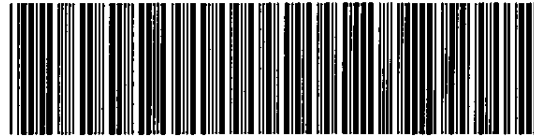
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W07-18756



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/3/07

ROLAND ST. LOUIS, P.A.

2333 Ponce de Leon Boulevard
The Colonnade, Suite 1102
Coral Gables, Florida 33134

Tel: 305-444-2363

Email: rstlouis@rslent.com

Fax: 305-444-4223

April 13, 2007

Registration Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

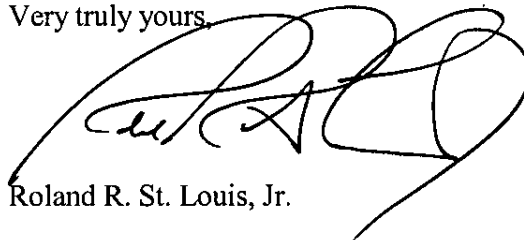
BY FEDEX

**Re: Incorporation of
KeyPlex Organic, Inc.**

To Whom It May Concern:

Enclosed herewith for filing is the Articles of Incorporation of KeyPlex Organic, Inc. Also enclosed is our check no. 8228, in the amount of \$78.75 for the filing fees and a certified copy. If you have any questions, please do not hesitate to contact my office and speak to me or my assistant, Jenifer Longa. Thank you for your prompt attention to this matter.

Very truly yours,



Roland R. St. Louis, Jr.

RSL/jll
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 17, 2007

ROLAND ST. LOUIS, ESQUIRE
2333 PONCE DE LEON BOULEVARD
THE COLONADE - SUITE 1102
CORAL GABLES, FL 33134

SUBJECT: KEYPLEX ORGANIC, INC.
Ref. Number: W07000018756

We have received your document for KEYPLEX ORGANIC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 607A00025825

EFFECTIVE DATE

4/15/07

ARTICLES OF INCORPORATION
OF
KEYPLEX ORGANIC, INC.

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07 APR 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Keyplex Organic, Inc. Its principal office and mailing address is 200 West Welborne Avenue, Suite # 7, Winter Park, Florida 32789.

ARTICLE II - DURATION

The effective date of this Corporation shall be April 15, 2007, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in all lawful activities regarding the development, promotion and sale of organic agricultural products.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share. The shareholders may elect Subchapter "S" treatment for United States income tax purposes.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 2333 Ponce de Leon Boulevard, Suite 1102, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Gerald O'Connor	200 West Welborne Avenue Suite 7 Winter Park, Florida 32789

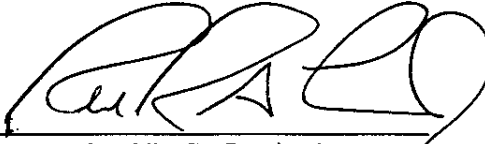
To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Roland R. St. Louis, Jr.	2333 Ponce de Leon Boulevard


The Colonnade, Suite 1102
Coral Gables, Florida 33134

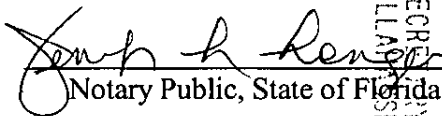


Roland R. St. Louis, Jr.,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

The foregoing Articles of Incorporation of Keyplex Organic, Inc., were acknowledged
before me this 13th day of April, 2007, by Roland R. St. Louis, Jr., as Incorporator.

NOTARY PUBLIC-STATE OF FLORIDA
 Jenifer L. Longa
Commission # DD438199
Expires: JULY 29, 2009
Bonded Thru Atlantic Bonding Co., Inc.




Notary Public, State of Florida
Name: _____
Commission Number: _____
My Commission Expires : _____

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KeyPlex Organic, Inc., at the place
designated in the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity,
and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping
open such office.

Date: April 13, 2007



Roland R. St. Louis, Jr.