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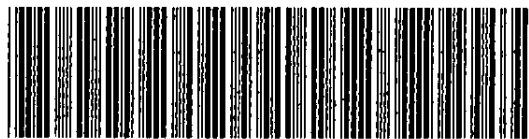
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5/7/08

KENNETH K. THOMPSON

Attorney-at-Law

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Lehigh Acres, Florida 33936

E-Mail: kenneththsd@embarqmail.com

Phone: (239) 369-5664

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July 10, 2008

Corporate Records Bureau
Division of Corporations
Attention: Corporate Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: **PASSLINE FARMS, INC.**

To Whom It May Concern:

Enclosed please find two (2) copies of the Articles of Incorporation for the above-referenced company along with the Designation of Resident Agent pertaining thereto, and our check in the amount of \$122.50. Kindly file the enclosed papers and return a certified copy to this office in the envelope provided for your convenience.

Your prompt attention to this matter will be greatly appreciated.

Sincerely,


Kenneth K. Thompson

KKT/dlm
Enclosures

cc: Gene Barnett

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ARTICLES OF INCORPORATION

OF

PASSLINE FARMS, INC.

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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida under the corporation name of PASSLINE FARMS, INC., does hereby set forth and declare:

CHARTER

ARTICLE I

The name of the corporation shall be PASSLINE FARMS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The authorized capital stock which the corporation may issued shall be **FIVE HUNDRED (500)** shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

ARTICLE IV

The corporation shall commence business on filing with the Secretary of State.

ARTICLE V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE VI

The principal place for the transaction of its business shall be at 803 Henry Avenue, Community of Lehigh Acres, County of Lee, State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

ARTICLE VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the By-Laws. The name(s) and post office address(es) of the initial Board of Directors are as follows:

Eugene Barnett

803 Henry Avenue
Lehigh Acres, Florida 33936

Carol Barnett

803 Henry Avenue
Lehigh Acres, Florida 33936

ARTICLE VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors who shall be chosen in such manner, hold their officer for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Eugene Barnett

President

Carol Barnett

Secretary/Treasurer

ARTICLE IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

Eugene Barnett

803 Henry Avenue
Lehigh Acres, Florida 33936

100 shares

Carol Barnett

803 Henry Avenue
Lehigh Acres, Florida 33936

100 shares

ARTICLE X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

ARTICLE XI

The street address of the initial registered officer of this corporation is 803 Henry Avenue, Lehigh Acres, Florida, and the name of the initial registered agent of this corporation at that address is Eugene Barnett.

ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law adopted by the shareholders, nor may the directors adopt By-Laws which would be in conflict with the By-Laws adopted by the shareholders.

ARTICLE XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XV

Each director and officers of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or have been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, not shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts if any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Immokalee, Florida, this 9th day of July, 2008..



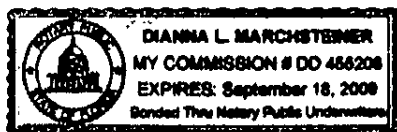
Eugene BARNETT

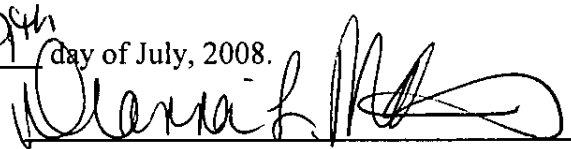
STATE OF FLORIDA }
 }
COUNTY OF LEE }

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administers oaths personally appeared **Eugene BARNETT**, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and he certified and acknowledged that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 9th day of July, 2008.

[Seal]





NOTARY PUBLIC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That **PASSLINE FARMS, INC.**, with its principal office, as indicated in the Articles of Incorporation, at 803 Henry Avenue, Lehigh Acres, County of Lee, State of Florida has named **Eugene BARNETT**, located at 803 Henry Avenue, Lehigh Acres, Florida 33936, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said officer.

BY: _____

Eugene Barnett
(Resident Agent)

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