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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : JUDITH KENNEY & ASSOCIATES, P.A.
Account Number : I20010000233
Phone : (305) 572-1020
Fax Number : (305) 572-1085

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DEPARTMENT OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

KW FRESH ENTERPRISES, INC.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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COUNTY OF MONROE
STATE OF FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared CHARLES RENIER and ERIC DICKSTEIN, who are personally known to me, and who, upon being duly sworn, depose and say:

1. We are the Managing Members of Key West Fresh Enterprises, LLC, a Florida limited liability company.

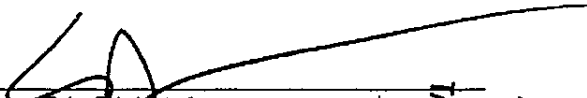
2. We are the directors of Key West Fresh Enterprises, Inc., a Florida corporation to be formed.

3. This affidavit is given to the State of Florida to prove that we have all rights to the name "Key West Fresh Enterprises" and that the filing of the articles of incorporation of Key West Fresh Enterprises, Inc. will not conflict with the rights of any other party.

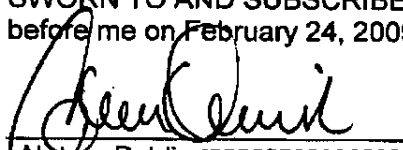
4. This affidavit is given with full knowledge that the State of Florida will rely on the information contained herein in permitting the articles of incorporation of Key West Fresh Enterprises, Inc. to be filed.

FURTHER AFFIANTS SAYETH NAUGHT.


Charles Renier


Eric Dickstein

SWORN TO AND SUBSCRIBED
before me on February 24, 2009.


Notary Public



My Commission Expires:

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ARTICLES OF INCORPORATION
OF
KW FRESH ENTERPRISES, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
KW FRESH ENTERPRISES, INC.
(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000,000 shares of common stock with a par value of \$.01 per share.

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ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Thomas DiDato
605-B United Street
Key West, Florida 33040

ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Charles Renier
6840 Front Street
Stock Island
Key West, Florida 33040

Eric Dickstein
6840 Front Street
Stock Island
Key West, Florida 33040

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

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

Judith Kenney

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Judith Kenney & Associates, P.A.
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

ARTICLE VIII

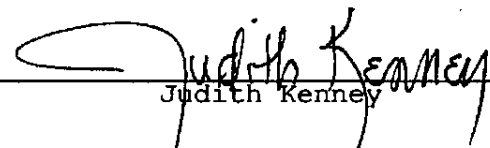
The mailing address of the Corporation's principal office shall be:

6840 Front Street
Stock Island
Key West, Florida 33040

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

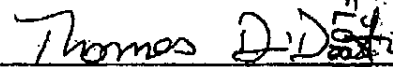
Executed at Miami, Florida this 25th day of February, 2009.


Judith Kenney

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of KW FRESH ENTERPRISES, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this February 25, 2009.


Thomas DiDato

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TALLAHASSEE, FLORIDA

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