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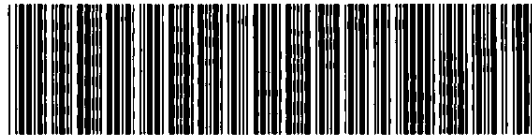
(Business Entity Name)

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05/14/09--01006--022 **78.75

09 MAY 14 PM 3:17
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EP 5/18/09

LAW OFFICE OF
PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES
1902 - 1982
GREGORY D. GRACY
G. ANDREW GRACY

May 13, 2009

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: BROOKSHIRE ORGANIC ENTERPRISES, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

Also enclosed is our check for \$78.75 to cover the costs of the following services:

| | |
|---|----------------|
| Filing fee for profit corporation | \$ 35.00 |
| Certificate designating registered agent | \$ 35.00 |
| One certified copy of the Articles of Incorporation | <u>\$ 8.75</u> |

Total **\$78.75**

Your assistance is appreciated. If anything further is required, please let us know.

Very truly yours


G. Andrew Gracy

AG:bh

Enclosures

cc: Mrs. Beatrice M. Baudon

ARTICLES OF INCORPORATION
of
BROOKSHIRE ORGANIC ENTERPRISES, INC.
A Florida Corporation

09 MAY 14 PM 3:17
RECORDED & INDEXED
TALLAHASSEE, FLORIDA

The undersigned incorporator, Beatrice Marie Baudon, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: **Brookshire Organic Enterprises, Inc.**

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **1,000** shares of common stock at **\$1.00** par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

The initial street and mailing address of the principal office of this Corporation in the State of Florida is:

16040 Grass Lake Drive, Tampa, FL 33618

The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than one (1) Director initially; the number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The name and mailing address of the member of the first Board of Directors are:

Beatrice Marie Baudon 16040 Grass Lake Drive, Tampa, FL 33618

ARTICLE VIII

Beatrice Marie Baudon, whose address is 16040 Grass Lake Drive, Tampa, FL 33618, is hereby named as agent of this Corporation to accept service of process within the State of Florida. The said Beatrice Marie Baudon, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of §607.0505, Florida Statutes, relative to keeping open said office located at the above address.

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless

all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

The name and address of the incorporator of these Articles of Incorporation is:

Beatrice Marie Baudon

16040 Grass Lake Drive, Tampa, FL 33618

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 13th of May, 2009.


BEATRICE MARIE BAUDON
Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, Beatrice Marie Baudon, agree to accept the designation of Registered Agent for BROOKSHIRE ORGANIC ENTERPRISES, INC., and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.


BEATRICE MARIE BAUDON
Registered Agent

09 MAY 14 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA