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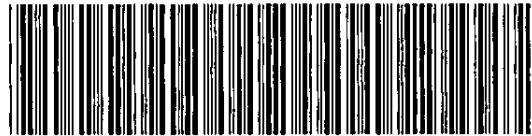
(Business Entity Name)

(Document Number)

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2009 DEC 10 AM 11:01

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 DEC 10 AM 9:42

FILED

B McKnight DEC 11 2009

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. THAI-BANANA INDUSTRIES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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2.00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

### OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
THAI-BANANA INDUSTRIES, INC.

**FILED**  
09 DEC 10 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of the corporation shall be THAI-BANANA INDUSTRIES, INC.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. The nature of business for this corporation shall be for agriculture services.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 share of common stock having a par value of \$1.00 per share.

**ARTICLE IV - ADDRESS**

The street address of the registered office of the corporation shall be 1990 S.W. 27<sup>th</sup> Avenue, Third Floor, Miami, FL 33145 and the name of the Registered Agent for the corporation at the address is Jorge L. Cueto.

**ARTICLE V - SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there-under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI - TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII - SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors and Officers shall consist of:

- |    |  |                                      |
|----|--|--------------------------------------|
| 1. | JOSE M. CUETO<br>1990 S.W. 27 <sup>th</sup> Avenue<br>Third Floor<br>Miami, Florida 33145  | Director<br>President/Secretary      |
| 2. | JORGE L. CUETO<br>1990 S.W. 27 <sup>th</sup> Avenue<br>Third Floor<br>Miami, Florida 33145 | Director<br>Vice-President/Treasurer |

## **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

JOSE M. CUETO 1990 S.W. 27 <sup>th</sup> Avenue Third Floor Miami, Florida 33145	90% shares
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JORGE L. CUETO  
1990 S. W. 27<sup>th</sup> Avenue  
Third Floor  
Miami, Florida 33145

10% shares

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

8<sup>th</sup> day of December, 2009.

Incorporator:

JOSE M. CUETO

STATE OF Florida  
COUNTY OF Miami-Dade

The foregoing instrument was executed and acknowledged before me this 8<sup>th</sup> day  
of December, 2009, by JOSE M. CUETO.



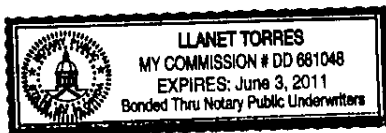
Llanet Torres  
Notary Public  
State of Florida  
My Commission Expires:

Incorporator:

JORGE L. CUETO

STATE OF Florida  
COUNTY OF Miami-Dade

The foregoing instrument was executed and acknowledged before me this 8<sup>th</sup> day  
of December, 2009, by JORGE L. CUETO.



Llanet Torres  
Notary Public  
State of Florida  
My Commission Expires:


**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. THAI-BANANA, INDUSTRIES INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 1990 S.W. 27<sup>th</sup> Avenue, Third Floor, Miami, FL 33145, has named JORGE L. CUETO whose address is 1990 S.W. 27<sup>th</sup> Avenue, Third Floor, Miami, FL 33145, as its Agent to accept service of process within this State.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep the office during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

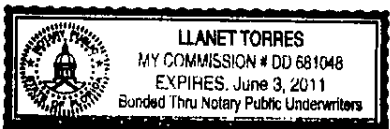
  
\_\_\_\_\_  
JORGE L. CUETO

STATE OF: Florida

COUNTY OF: Miami-Dade

BEFORE ME, the undersigned authority, this day personally appeared Jorge L. Cueto, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 8th day of December, 2009.



  
\_\_\_\_\_  
Notary Public

My Commission Expires: (Seal)

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09 DEC 10 AM 9:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA