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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

60-18-20
12-21-09

THE REL BAISDEN, P.A.

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER

ONE S.E. THIRD AVENUE SUITE 2950

MIAMI, FLORIDA 33131

TELEPHONE (305) 371-5758

FAX (305) 371-3178

WWW.THERRELBASDEN.COM

NICHOLAS M. DANIELS
JONATHAN FEUERMAN
MARK M. HASNER
PABLO J. RODRIGUEZ
LISA DANIELS

WRITER'S EMAIL:
MHASNER@THERRELBASDEN.COM

CATCHINGS THERREL (1890 - 1971)
FRED R. BAISDEN (1903 - 1971)
LEO ROSE, JR. (1917 - 1998)
FRED R. STANTON (1924-2009)

December 16, 2009

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Mountain High, Inc. - Certificate of Domestication
Mountain High Holdings, Inc. - Articles of Incorporation
Our File No. 209214**

Dear Sir/Madam:

Enclosed herein please find the following for filing:

Certificate of Domestication for Mountain High, Inc (original & 1 copy)	\$ 50.00
Articles of Incorporation for Mountain High Holdings, Inc.	<u>\$ 78.75</u> (includes Certified Copy)
Total Filing Fees	\$128.75

A check in the amount of \$128.75 is enclosed for the filing fees. All correspondence should be returned to the undersigned. Please feel free to call with any comments or questions. Thank you.

Sincerely,

THE REL BAISDEN, P.A.

By: 

Mark M. Hasner

MMH/rav
Enclosures

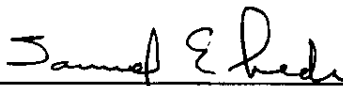
CERTIFICATE OF DOMESTICATION

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TALLAHASSEE, FLORIDA

The undersigned, SAMUEL E. LEDER, President of MOUNTAIN HIGH, INC., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was April 27, 1992.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was North Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Mountain High, Inc. and its alternate corporate name for purposes of Authorization to Transact Business in Florida is Mountain High Leder, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Mountain High Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was North Carolina.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of MOUNTAIN HIGH, INC., a North Carolina corporation and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 1st day of December, 2009.



Samuel E. Leder, Vice President

**ARTICLES OF INCORPORATION
OF
MOUNTAIN HIGH HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is **MOUNTAIN HIGH HOLDINGS, INC.**

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock .

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal place of business and mailing address is 4755 Technology Way Suite 202 Boca Raton, Florida 33431. The registered agent and office of this corporation is: Leder Realty & Management, Inc., 4755 Technology Way Suite 202 Boca Raton, Florida 33431.

ARTICLE VI
Incorporator

The name and address of the person signing these Articles is: Mark M. Hasner, Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131.

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

MOUNTAIN HIGH HOLDINGS, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **MOUNTAIN HIGH HOLDINGS, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business at: 4755 Technology Way, Suite 202, Boca Raton, Florida 33431, has named Leder Realty & Management, Inc., a Florida corporation, located at 4755 Technology Way, Suite 202, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Leder Realty & Management, Inc., a Florida
corporation



Sean Leder, President

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