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FILED
10 MAR 29 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9P3/31/10

TRANSMITTAL LETTER

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

SUBJECT: Tropicalis Holdings, Inc.

FROM:

David F. Garber, Esq.
Garber Hooley & Holloway, LLP
700 11th Street South, Suite 202
Naples, Florida 34102
E-mail address (to be used for future annual report notification):
ckellerhouse@naplesatty.com

For further information concerning this matter, please call Colette J. Kellerhouse at (239) 774-1400.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$78.75 for Filing Fee, Designation of Registered Agent and Certificate of Status.

**ARTICLES OF INCORPORATION
OF
TROPICALIS HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Tropicalis Holdings, Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 700 Eleventh Street South, Suite 202, Naples, Florida 34102.

ARTICLE III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 700 Eleventh Street South, Suite 202, Naples, Florida 34102. The initial registered agent for the Corporation at that address is: David F. Garber.

ARTICLE VI

The name and street address of the initial officer and initial board of directors, who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

David F. Garber

700 Eleventh Street South, Suite 202
Naples, Florida 34102

ARTICLE VII


The names and street addresses of the persons signing these articles of incorporation are:

Names	Addresses
David F. Garber	700 Eleventh Street South, Suite 202 Naples, Florida 34102

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation.



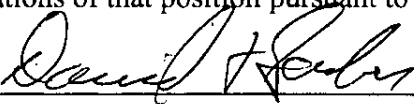
David F. Garber
Incorporator

3/24/10

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Tropicalis Holdings, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



David F. Garber, Esq.
Registered Agent

3/24/10

Date

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TALLAHASSEE, FLORIDA