

**Florida Department of State
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From:

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Account Number : I20100000003
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Email Address: jsloane@vasallosloane.com

FLORIDA PROFIT/NON PROFIT CORPORATION

AgroTrade Florida Inc.

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vasallosloane.com

Maryann V. Thomas, ACP, FCP, FRP
Advanced Certified Paralegal
Florida Certified Paralegal
Florida Registered Paralegal
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March 9, 2012

VIA FACSIMILE

Ruby Dunlap, Regulatory Specialist II
Florida Department of State
Division of Corporations – New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Agro Florida Realty Inc.**
Ref.: **W12000012319**

Dear Ms. Dunlap:

In response to your letter dated March 2, 2012 (Letter Number: 712A00008379), a copy of which is provided for your reference, with this letter I am submitting for filing a revised set of Articles of Incorporation reflecting the new name "Agro-Star Florida Inc." If you have any questions, or if you require any additional information with which to process this filing, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Maryann V. Thomas".

Maryann V. Thomas

MVT
Enclosures

00021130-1



March 2, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VASALLO SLOANE, P.L.

SUBJECT: AGRO FLORIDA REALTY INC.
REF: W12000012319

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L10000120081--AGRO REALTY, LLC.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000052607
Letter Number: 712A00008379

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ARTICLES OF INCORPORATION
OF
AGRO-STAR FLORIDA INC.

THE UNDERSIGNED, acting as sole incorporator under Chapter 607 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation (the "Articles") for AGRO-STAR FLORIDA INC., a Florida corporation (the "Corporation");

ARTICLE I
NAME

The name of the Corporation is "Agro-Star Florida Inc." The name of the Corporation may be changed from time to time by a duly adopted amendment to these Articles.

ARTICLE II
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act.

ARTICLE III
SHARES

The number of shares of stock which the Corporation shall have authority to issue is One Hundred Million (100,000,000), consisting of a single class of common stock, One U.S. Dollar (\$1.00) par value per share. Shares of stock in the Corporation shall be issued solely with the prior written consent or approval of the shareholders of the Corporation.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla.Stat., the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on the date of acceptance of these Articles for filing by the Department of State of the State of Florida.

ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall initially be as follows:

44 W. Flagler Street, Suite 950
Miami, Florida 33130

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation (the "Bylaws").

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, and the registered agent at such address, are as follows:

Jeremy S. Sloane, Esq.
Vasallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

ARTICLE VII
BOARD OF DIRECTORS; OFFICERS

A. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors (the "***Board***"). In addition to the powers and authority conferred upon it by statute or by these Articles or by the Bylaws of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised by or done by the Corporation. In addition, the Board may elect such officers of the Corporation as the Board may from time to time determine (collectively, the "***Officers***"). Such Officers shall have the power and authority delegated to them by the Board.

B. The number of directors constituting the initial Board of the Corporation is one (1). The number of directors may be increased or decreased from time to time pursuant to the Bylaws, but in no event shall the number of directors be less than one (1). Unless otherwise provided in the Bylaws, election of directors need not be by written ballot. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the shareholders of the Corporation or until their earlier death, resignation or removal are as follows:

Wylie Klyce
44 W. Flagler Street, Suite 950
Miami, Florida 33130

C. Officers of the Corporation shall be elected, replaced and removed by the Board from time to time in accordance with the Bylaws. Unless otherwise provided in the Bylaws, Officers need not be elected by written ballot. The Officers shall possess the authority and power delegated to them by the Board from time to time in accordance with the Bylaws.

ARTICLE VIII
BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders of the Corporation shall have the sole power to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law; *provided, however*, that any amendment to these Articles shall be authorized if and only if such amendment is approved by the shareholders of the Corporation in accordance with the Bylaws.

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ARTICLE IX
PREEMPTIVE RIGHTS OF SHAREHOLDERS

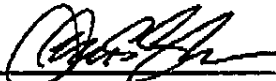
Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the Corporation may issue or sell.

ARTICLE X
INCORPORATOR

The name and address of the sole incorporator of the Corporation are as follows:

Jeremy S. Sloane, Esq.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

9th IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this day of March, 2012.



Jeremy S. Sloane
Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as registered agent of the Corporation.

DATED this 9th day of March, 2012.



Jeremy S. Sloane
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA