

**Electronic Articles of Incorporation
For**

P13000015231
FILED
February 14, 2013
Sec. Of State
jshivers

CERES HOLDINGS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
CERES HOLDINGS INC.

Article II

The principal place of business address:
3101 N. NEBRASKA AVE.
TAMPA, FL. US 33603

The mailing address of the corporation is:
3101 N. NEBRASKA AVE.
TAMPA, FL. US 33603

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100

Article V

The name and Florida street address of the registered agent is:
HEIDI M BEHRENDT
3101 N NEBRASKA AVE
TAMPA, FL. 33603

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: HEIDI BEHRENDT

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Article VI

The name and address of the incorporator is:

HEIDI BEHRENDT
3101 N NEBRASKA AVE

TAMPA, FL 33603

Electronic Signature of Incorporator: HEIDI BEHRENDT

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
HEIDI M BEHRENDT
3101 N. NEBRASKA AVE.
TAMPA, FL. 33603 US

Title: D
WILLAIM M CRESCENZO
3101 N. NEBRASKA AVE.
TAMPA, FL. 33603 US

Article VIII

The effective date for this corporation shall be:

02/13/2013