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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

ACCT#: 076117000420

CONTACT: MARY BLACKFORD CHERRY

PHONE: (407)650-0728

FAX #: (407)655-5677

NAME: IVORY COAST COCOA FARMERS' (USA) CORP.

AUDIT NUMBER.....H96000012305

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
IVORY COAST COCOA FARMERS' (USA) CORP.**

Article I

Name

The name of the corporation is Ivory Coast Cocoa Farmers' (USA) Corp.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

c/o Michael V. Mitrione, Esq.
777 South Flagler Drive, Suite 500 E
West Palm Beach, FL 33401

Michael V. Mitrione, Esq.
FL BAR #294551
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 So. Flagler Dr., Ste. 500E
West Palm Beach, FL 33401
(561) 655-1980

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The mailing address of this corporation shall be:

c/o Michael V. Mitrione, Esq.
777 South Flagler Drive, Suite 500 E
West Palm Beach, FL 33401

Article V

Capital Stock

The corporation is authorized to issue One Hundred Thousand (100,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VIII

Incorporator

The name and address of the person signing these Articles are:

Michael V. Mitrione

777 South Flagler Drive, Ste. 500E
West Palm Beach, FL 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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Article X**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI**Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Ivory Coast Cocoa Farmers' (USA) Corp., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

Michael V. Mitrone, Vice President

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Article XII

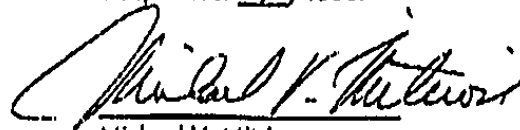
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be September 4, 1996.


Michael V. Mitrione

DATED: September 4, 1996

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