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ACCOUNT NO. : 072100000032 884018 6099A REFERENCE : AUTHORIZATION : COST LIMIT : ORDER DATE : July 8, 1998 ORDER TIME : 12:05 PM ORDER NO. : 884018-005 CUSTOMER NO: 6099A Ms. Tracy L. Longo CUSTOMER: MOYLE FLANIGAN KATZ FITZGERALD & SHEEHAN P. O. Box 3888 200002583192--4 West Palm Beach, FL 33402 DOMESTIC FILING TROPICAL ORGANICS CORP. NAME: EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY PLAIN STAMPED COPY

EXAMINER'S INITIALS:

CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

Andrew Cumper



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 8, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: TROPICAL ORGANICS CORP.

Ref. Number: W98000015541

We have received your document for TROPICAL ORGANICS CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

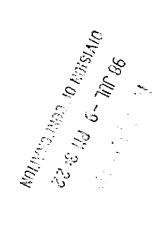
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 198A00036602





ARTICLES OF INCORPORATION

FILED

OF

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S CORP.

SECRETARY OF STATE TALLAHASSEE. FLORIDA

TROPICAL ORGANICS CORP.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I Name of Corporation

The name of this Corporation shall be TROPICAL ORGANICS CORP. (the "Corporation").

ARTICLE II Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 3700 Lake Worth Road, Lake Worth, Florida 33461.

ARTICLE III Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Dr 9th Floor, West Palm Beach, FL 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker.

ARTICLE VIII Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Thomas W. McGreevy

3700 Lake Worth Road

Lake Worth, Florida 33461

Bruce A. Brand

3700 Lake Worth Road

Lake Worth, Florida 33461

ARTICLE IX By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI Incorporator

The name and address of the person signing these Articles are as follows: Paul A. Krasker, Esquire, P.O. Box 3888, West Palm Beach, FL 33402-3888.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of July, 1998. PAUL A. KRASKER STATE OF FLORIDA COUNTY OF PALM BEACH The foregoing instrument was acknowledged before me this Zuday of July, 1998, by PAUL A. KRASKER, as Incorporator of TROPICAL ORGANICS CORP., on behalf of the Corporation, and he is personally known to me. or has produced _____as identification and did take an oath. Notary Name: Z Notary Public Serial (Commission) Number (NOTARY STAMP) (if any) ___ TRACY LEE LONGO COMMISSION # CC 704609 EXPIRES: April 24, 2002 Bonded Thru Notary Public Underwriters I hereby accept appointment as Registered Agent of TROPICAL ORGANICS CORP. as provide in Article VII, hereof. Paul A. Krasker Registered Agent