

*P99000074654*  
Donald L. Brooks, P.A.  
Attorney at Law

FILED

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*Crystal Tree Plaza*

1201 U.S. Highway One, Suite 415  
North Palm Beach, Florida 33408

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone (561) 694-1650  
Facsimile (561) 627-2288

August 13, 1999

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

500002960935--6  
-08/16/99-01106-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for  
Killer Tomato Company  
Our File No.: 9-2933

Dear Sir or Madame:

Enclosed is the original and one copy of the Articles of Incorporation for Killer Tomato Company and my check in the amount of \$70.00 to cover the filing fees. Please return a conformed copy of the Articles of Incorporation in the envelope provided.

If you need anything further, please let us know.

Very truly yours,

*Donald L. Brooks*  
ab

DONALD L. BROOKS

DLB:ab  
Enclosures  
cc: Mr. Michael E. Richelson

D. BROWN AUG 20 1999

**ARTICLES OF INCORPORATION  
OF  
KILLER TOMATO COMPANY**

99 AUG 16 PM 6:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

**ARTICLE ONE**

**CORPORATE NAME**

The name of the corporation is KILLER TOMATO COMPANY.

**ARTICLE TWO**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE THREE**

**PURPOSE**

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE FOUR**

**CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000) shares of common stock having a par value of \$1.00 each.

**ARTICLE FIVE**

**PRINCIPAL OFFICE**

The street and mailing address of the initial principal office is 2115 21st Lane, Palm Beach Gardens, Florida 33418.

**ARTICLE SIX**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1201 U.S. Highway One, Suite 415, North Palm Beach, Florida 33408. The registered agent at that address is Donald L. Brooks.

**ARTICLE SEVEN**

**INITIAL BOARD OF DIRECTOR/OFFICER**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial director and officer is:

<u>NAME</u>	<u>ADDRESS</u>
Michael E. Richelson	2115 21st Lane Palm Beach Gardens, FL 33418
Chief Executive Officer & Director	
Michael E. Richelson	2115 21st Lane Palm Beach Gardens, FL 33418

**ARTICLE EIGHT**

**INCORPORATOR**

The name and address of the Incorporator is:

**NAME**

Michael E. Richelson

**ADDRESS**

2115 21st Lane  
Palm Beach Gardens, FL 33418

**ARTICLE NINE**

**BY-LAWS**

The power to adopt the initial By-Laws shall be vested in the directors. The power to amend or repeal the By-Laws, or adopt new By-Laws is reserved to the shareholders.

**ARTICLE TEN**

**INDEMNIFICATION**

The corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE ELEVEN**

**AMENDMENT**

These Articles of Incorporation may be amended by resolution adopted by the board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding shares entitled to vote, or may be amended by all of the directors and all of the shareholders signing a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

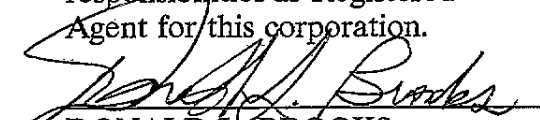
ARTICLE TWELVE

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 12 day of August, 1999.

I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

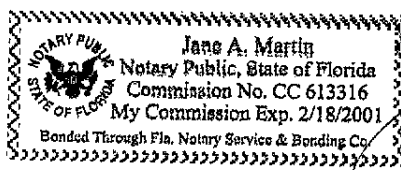
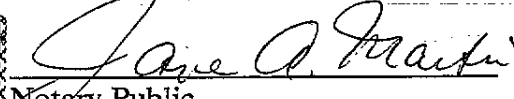
  
DONALD L. BROOKS  
REGISTERED AGENT

  
MICHAEL E. RICHELSON  
INCORPORATOR

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12 day of June, 1999, by MICHAEL E. RICHELSON, as Incorporator, who is personally known to me     , or who has produced R242 545-42-441-0 as identification.

  
  
Notary Public  
My Commission Expires: