

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Nigerian Cocoa & Products (USA), Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
NIGERIAN COCOA & PRODUCTS (USA), INC.

Article I

Name

The name of the corporation is Nigerian Cocoa & Products (USA), Inc.

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 the corporation shall be:

c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401

The mailing address of the corporation shall be:

c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401

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Article V**Capital Stock**

The corporation is authorized to issue Ten Thousand (10,000) 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 the corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII**Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Akandu E. Nwosu c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401

Article VIII**Incorporator**

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

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

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Article IX**Powers**

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

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, the 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.


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Article XIAmendment

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.

Article XIIBylaws

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.



Michael V. Mitrione, Incorporator

DATED: November 8, 1999

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process of the above stated corporation at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.

By: 
Michael V. Mitrone, Vice President

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