Filing and License Fee: $310.00 minimum **ID Number:** ______________

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Armand Dupree, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
   ____
   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
   ____
4. The date of its incorporation is 01/03/2007 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
   2711 Centerville Road Suite 400 Wilmington, DE 19808
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
   (Street Address, **not** P.O. Box)
   Warwick (City/Town), RI 02888 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company (Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   Direct Sales of Products
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	See Attached List	
Director		
Director		
Director		

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	See Attached List	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
5000	Common		.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 100,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 3,000,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 10,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.3% % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing __________

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: July 2, 2009

Kimberly Weate

Signature of Authorized Officer of the Corporation

Kimberly K. Weate, Vice President

Type or Print Name of Authorized Officer

ARMAND DUPREE, INC.
OFFICERS
2009

NAME	HOME ADDRESS	BUSINESS ADDRESS	DATE ELECTED
Susan Coumes Chiono Assist. Secretary	2422 Condado Court Kissimmee, FL 34743	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007
Edward R. Davis III VP & Treasurer	1407 S. Riverside Drive Indialantic, FL 32903	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007
John A. Doninger Vice President	14646 Braddock Oak Drive Orlando, FL 32837	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007
Lillian D. Garcia Vice President	6355 Carmel Lane Windermere, FL 34786	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007
V. Jane Garrard Vice President	10272 Hart Branch Circle Orlando, FL 32832	14901 S. Orange Blossom Trail Orlando, FL 32837	1/24/2008
Josef Hajek Vice President	8746 Crestgate Circle Orlando, FL 32819	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007
Michael S. Poleshman Exec. Vice President & CFO	4947 Keeneland Circle Orlando, FL 32819	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007
Nicholas K. Poucher VP & Controller	2016 Weslover Reserve Blvd. Windermere, FL 34786	14901 S. Orange Blossom Trail Orlando, FL 32837	1/24/2008
Thomas M. Roehlk Vice President & Secr.	1591 Dale Avenue Winter Park, FL 32789	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007
Bryan Slappey Asst Secretary	504 N. Boston Ave. Deland, FL 32724	14901 S. Orange Blossom Trail Orlando, FL 32837	9/17/2007
Kimberly K. Weate Vice President	1105 Tapestry Drive Celebration, FL 34747	14901 S. Orange Blossom Trail Orlando, FL 32837	1/15/2007

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARMAND DUPREE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARMAND DUPREE, INC." WAS INCORPORATED ON THE THIRD DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY'S OFFICE
1793 DELAWARE 1855

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7400289

DATE: 07-06-09