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LAW OFFICES
MELVIN AND MELVIN
PROFESSIONAL ASSOCIATION

MICHAEL W MELVIN
JOAN B MELVIN

SUITE 402
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE (305) 776-0660
FACSIMILE (305) 493-8028

April 20, 1995

EFT 4-20

Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: POWER SMOOTHIE 2, INC.

000001464070
-04/25/95--01076--021
****122.50 ****122.50

Gentlemen:

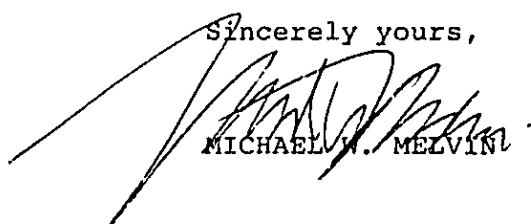
Enclosed please find the original and one copy of the Articles of Incorporation on the above. I am also enclosing my trust account check in the amount of \$122.50 representing your fee.

Please be advised that Power Smoothie 2, Inc., is affiliated with Power Smoothie, Inc., a Florida corporation.

At your convenience, please forward the Certificate of Incorporation along with a certified copy of the Articles to this office.

Thank you for your continuing cooperation.

Sincerely yours,



MICHAEL W. MELVIN

MWM:mam
Enclosures
cc: Mr. Edward Genovese

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ARTICLES OF INCORPORATION
OF
POWER SMOOTHIE 2, INC.

ARTICLE I - NAME

The name of this corporation is POWER SMOOTHIE 2, INC.
Its initial principal office is at 2331 South University
Drive, Davie, Florida 33324.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles if this instrument is filed with the Department of State within five (5) days, exclusive of legal holidays, after said subscription and acknowledgment and if same are subsequently approved by the Department of State and all filing fees and taxes paid; otherwise, corporate existence shall begin when this instrument has been filed with the Department of State and is approved by it and all filing fees and taxes have been paid.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business. In addition, and without limiting the foregoing, the corporation may 1) do all and everything necessary or incidental to the protection and benefit of the corporation and in general carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not said business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which this corporation is organized; (2) carry on any business and have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed thereunder; and (3) do any or all of the things set forth as principal, agent, broker or otherwise either alone or in conjunction with others, and in any part of the world. The objects and purposes specified in the foregoing portions of this Article shall, except where otherwise expressed in this

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Article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other section of this Certificate, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per share par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2929 East Commercial Blvd., Suite 402, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at that address is MICHAEL W. MELVIN. The above registered agent and street address for the registered office is also the name and street address of the Registered Agent for service of process upon this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than (1). No decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is MICHAEL W. MELVIN, 2929 East Commercial Blvd., Suite 402, Fort Lauderdale, Florida 33308.

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - 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

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purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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 - CUMULATIVE VOTING

At the election for Directors, every shareholder entitled to vote at the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes upon the same principle among any number of candidates.

ARTICLE XII - RESERVATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of April, 1995.

Witnesses:

Mary Ann Magrini
Print Name Mary Ann Magrini

Michael W. Melvin (SEAL)
MICHAEL W. MELVIN

Sandra Giovanelli
Print Name Sandra Giovanelli

APPOINTMENT OF AND ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept services of process for the above-stated Corporation at the place designated in these Articles and being familiar with and accepting the obligations of said position, I hereby agree to act in said capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

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Witnesses:

Mary Ann Majni
Print Name Mary Ann Majni
Sandra Provanelli
Print Name Sandra Provanelli

Michael W. Melvin (SEAL)
MICHAEL W. MELVIN

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 20th day of April, 1995, personally came and appeared before me the under-
signed authority, MICHAEL W. MELVIN, to me well known to be
the persons described in and who executed the foregoing
instrument and they acknowledged to and before me the they
executed the same as their free and voluntary act and deed
for the uses and purposes set forth and expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal the day and year first above-written.

Mary Ann Majni
Notary Public
Mary Ann Majni
Printed Name of Notary Public
Serial No. of Notary Public _____

My Commission Expires:

OFFICIAL NOTARY SEAL
MARY ANN MAJNI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC215066
MY COMMISSION EXP. AUG. 5, 1996

(Print, Type or Stamp Commissioned Name of Notary Public)
Personally Known OR Produced Identification _____
Type of Identification Produced _____

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