

F98000000027

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Smoothie Plus, Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Deborah Arms
(Name of Person)

(Firm/Company)

2098 Crystal Drive Suite #29
(Address)

Ft. Myers, FL 33907
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Deborah Arms at (941) 277-9150
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Smoothie Plus, Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Washington 3. 911694139
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 15, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2098 Crystal Drive SUITE #29
Ft. Myers, FL 33907
(Current mailing address)

8. NOTIFICATION CENTER / SMOOTHIE BAR
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

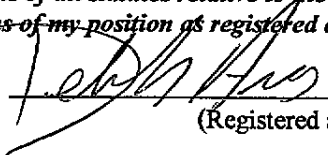
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Deborah Arms

Office Address: 2098 Crystal Drive SUITE #29
Ft. Myers, FL, Florida, 33907
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Deborah F. Arms

Address: 745 Worth Avenue
Lehigh Acres, FL 33936

Vice Chairman: _____

Address: _____

Director: Robert J. Arms III

Address: 745 Worth Avenue
Lehigh Acres, FL 33936

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Deborah F. Arms

Address: 745 Worth Avenue
Lehigh Acres, FL 33936

Vice President: Robert J. Arms III

Address: 745 Worth Avenue
Lehigh Acres, FL 33936

Secretary: Deborah F. Arms

Address: 745 Worth Avenue
Lehigh Acres, FL 33936

Treasurer: Deborah F. Arms

Address: 745 Worth Avenue
Lehigh Acres, FL 33936

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Deborah F. Arms, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Deborah F. Arms, President
(Typed or printed name and capacity of person signing application)

STATE of WASHINGTON



SECRETARY of STATE

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I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

SMOOTHIE PLUS, CORP.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a certificate of incorporation
in Washington on August 16, 1995.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: December 22, 1997

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

RALPH H. MUNRO

Ralph Munro, Secretary of State