

L 00000000 3933

LAW OFFICES

MICHAEL H. MALE

PROFESSIONAL ASSOCIATION

SUITE 303

3250 MARY STREET
MIAMI, FLORIDA 33133

TELEPHONE (305) 443-5600

TELECOPIER (305) 443-6624

PLEASE REFER
TO FILE NO.

March 17, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

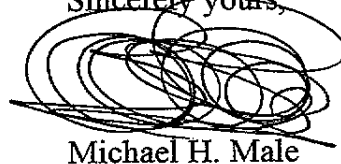
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-03/20/00--01119--017
****337.50 ****155.00

Re: Articles of Organization of
Juice Partners Florida, LLC

Dear Sir:

I am enclosing two original copies of the Articles of Organization of the above referenced LLC, together with my check in the sum of \$337.50 to cover the filing fees and a certified copy.

Sincerely yours,



Michael H. Male

FILED
00 APR -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	MHM/ow
Availability	Enclosures
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

Effective date

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7 pages

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SUITE 303
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MIAMI, FLORIDA 33133

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PLEASE REFER
TO FILE NO.

April 3, 2000

Ms. Diane Cushing
Corporate Specialists
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

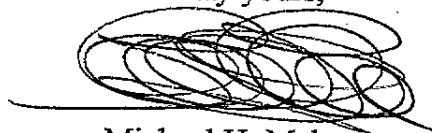
RE: Letter Number: 700A0016959
SUBJECT: Juice Partners Florida, LLC
Ref. Number: W00000008207

Dear Ms. Cushing:

In reference to your letter of March 28, 2000, please find enclosed revised Articles of Organization for Juice Partners Florida, LLC.

Please contact me if you have any further questions about this document.

Sincerely yours,

A handwritten signature in black ink, appearing to be "Michael H. Male", written over a horizontal line.

Michael H. Male

MHM/cp
Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 28, 2000

MICHAEL H. MALE
3250 MARY STREET, SUITE 303
MIAMI, FL 33133

SUBJECT: JUICE PARTNERS FLORIDA, LLC
Ref. Number: W00000008207

We have received your document for JUICE PARTNERS FLORIDA, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on March 20, 2000. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 700A00016959

ARTICLES OF ORGANIZATION
OF
JUICE PARTNERS FLORIDA, LLC

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Limited Liability Company is Juice Partners Florida, LLC

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence on April 4, 2000.
The Limited Liability Company shall exist for twenty (20) years from the such date unless sooner terminated as provided herein.

ARTICLE III
PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to limited liability companies organized in Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address of the Limited Liability Company is 210 Ward Avenue, Suite 105, Honolulu, Hawaii 96814.

FILED
00 APR -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Limited Liability Company is Michael H. Male. The street address of the initial registered office of the Limited Liability Company in the State of Florida is 3250 Mary Street, Suite 303, Miami, Florida 33133.

ARTICLE VI
CAPITAL

The capital of the Limited Liability Company is \$750,000.00 which shall be paid entirely in cash. Additional capital contributions are not required, but may be made in accordance with the terms of the Operating Agreement of the Limited Liability Company, as it may be amended from time to time.

ARTICLE VII
ADMISSION OF NEW MEMBERS

The admission of new Members shall be as provided in the Operating Agreement of the Limited Liability Company.

ARTICLE VIII
RIGHT TO CONTINUE BUSINESS

The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company shall be as provided in the Operating Agreement of the Limited Liability Company.

ARTICLE IX
MANAGEMENT

The Limited Liability Company shall be managed by the Managing Member, Florida Juice Investors, Inc., whose address is 777 E. Atlantic Avenue, Suite Z, Delray Beach, Florida 33483, until the first meeting of members or until his successor is elected and qualified.

IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization effective this 1st day of ^{March} ~~February~~, 2000.



DEAN B. McPHAIL
PRESIDENT

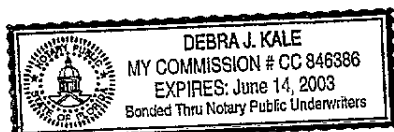
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 APR -6 AM 9:30

FILED

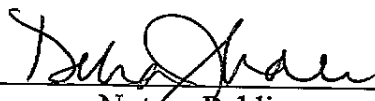
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, personally appeared DEAN B. McPHAIL, as _____ President of Florida Juice Investors, Inc., the Managing Member of Juice Partners Florida, LLC, who produced driver's license for identification, and who did acknowledge to me that he executed the foregoing Articles of Organization of Juice Partners Florida, LLC, a Florida limited liability company.

WITNESS my hand and official seal this 1st day of ^{March} ~~February~~, 2000.



My commission expires.



Notary Public

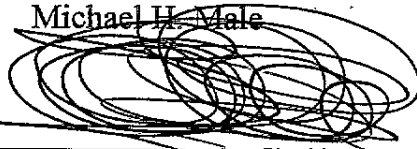
**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Juice Partners Florida, LLC, a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Miami, County of Miami-Dade, State of Florida, has named Michael H. Male, located at 3250 Mary Street, Suite 303, Miami, Florida 33133, as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

FILED
00 APR 6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael H. Male



By: _____

Print Name: Michael H. Male

Dated: March 7, 2000