ACCOUNT NO. : 072100000032

REFERENCE: 722745 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: June 7, 2000

ORDER TIME : 10:11 AM

ORDER NO. : 722745-005

CUSTOMER NO: 7133468

Ms. Jacquie Bickford CUSTOMER:

> KANE AND KOLTUN KANE AND KOLTUN

Suite 100

557 N. Wymore Road Maitland, FL 32751

NAME:

XTREME JUICE-KIRKMAN, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS: 13 3335VHV TIVI

DEPARTMENT OF STATE DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION OF XTREME JUICE - KIRKMAN, L.L.C.

The undersigned members, acting pursuant to Chapter 608, *Florida Statutes*, hereby form a limited liability company in accordance with the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF THE LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is XTREME JUICE - KILL.C.

ARTICLE II - PERIOD OF DURATION; EFFECTIVE DATE

The Limited Liability Company shall exist perpetually, commencing at the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE LIMITED LIABILITY COMPANY

The mailing address of the Limited Liability Company is 132 E. Colonial Drive, Suite 209, Orlando, Florida 32801, and the street address of the principal office of the Limited Liability Company is 132 E. Colonial Drive, Suite 209, Orlando, Florida 32801.

ARTICLE IV - NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name of the initial registered agent of the Limited Liability Company is Scott Claussen. The street address of the initial registered agent is 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, *Florida Statutes*.

SCOTT CLAUSSEN

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE VI - PURPOSE

The Limited Liability Company is organized for the purpose of owning and operating an Xtreme Juice smoothie and fresh-squeezed juice retail store at the intersection of Kirkman and Conroy Roads in Orlando, Florida, and all things necessary or convenient to accomplish such purpose and operate such business, including, to the extent consistent with such purpose, transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this ______ day of June, 2000.

XTREME JUICE, INC.

SCOTT CLAUSSEN
President and Director

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