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ACCOUNT NO. : 072100000032

REFERENCE : 538721 7201387

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 10 PM 4:50

Patricia P. [signature]

ORDER DATE : January 5, 2000

ORDER TIME : 2:14 PM

ORDER NO. : 538721-005

800003093908--8

CUSTOMER NO: 7201387

CUSTOMER: Ms. Donna A. Hubscher
MS. DONNA A. HUBSCHER
MS. DONNA A. HUBSCHER
6185 Jog Road, Suite E-2

Lake Worth, FL 33467

DOMESTIC FILING

NAME: SMOOTHIE CAFE COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

[signature]

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00 JAN 10 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

00 JAN 10 PM 4:50

ARTICLES OF INCORPORATION
OF

SMOOTHIE CAFE COMPANY

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SMOOTHIE CAFE COMPANY

The address of the principal office of this corporation shall be 6185 Jog Road, Suite E-2, Lake Worth, Florida 33467, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6185 Jog Road, Suite E-2, Lake Worth, Florida 33467 and the name of the initial registered agent of the corporation at that address is Donna A. Hubscher.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Donna A. Hubscher	6185 Jog Road, Suite E-2, Lake Worth, FL 33467
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Lori E. Shiver	Same
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on January 10, 2000.


Its Agent, Laura R. Dunlap

KSC/JANNA WILSON

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DIVISION OF CORPORATIONS

00 JAN 10 PM 4: 51

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Donna A. Hubscher, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SMOOTHIE CAFE COMPANY

Donna A. Hubscher is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Donna A. Hubscher

1013 CENTRE ROAD
WILMINGTON, DE 19805 U.S.A.

(800) 877-4224
(302) 636-5440
FAX: (302) 636-5454

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