

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 16, 2000

P000000029600

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

500003174545--3
-03/17/00--01081--008
****157.50 ****78.75

Re: Articles of Incorporation of
Florida Juice Investors, Inc. and Southeast Brands Management, Inc.

Dear Sir:

I am enclosing two original copies of the Articles of Incorporation for each of the above referenced corporations, together with my check in the sum of \$157.50 to cover the filing fees and a certified copy for both corporations.

Sincerely yours,



Michael H. Male

MHM/ow
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 17 PM 2:52

FILED

AC.
3-23-00

**ARTICLES OF INCORPORATION
OF
FLORIDA JUICE INVESTORS, INC.**

1. The name of the corporation shall be Florida Juice Investors, Inc.
2. The address of the corporation's principal office and mailing address is 777 East Atlantic Avenue, Suite Z, Delray Beach, Florida 33483.
3. The aggregate number of authorized shares of capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.
4. The street address of the corporation's initial registered office is 3250 Mary Street, Suite 303, Miami, Florida 33133, and the name of its initial registered agent at that office is Michael H. Male.
5. The name and address of the incorporator of the corporation is Michael H. Male, 3250 Mary Street, Suite 303, Miami, Florida 33133.
6. The name and address of the initial director is Dean B. McPhail, 777 East Atlantic Avenue, Suite Z, Delray Beach, Florida 33483.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this

29 day of February, 2000.

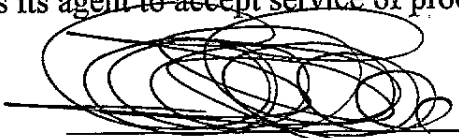

MICHAEL H. MALE

FILED
00 MAR 17 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: That Florida Juice Investors, Inc. desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, Miami-Dade County, State of Florida, has named Michael H. Male, located at 3250 Mary Street, Suite 303, Miami, Florida 33133, as its agent to accept service of process within Florida.



MICHAEL H. MALE
Incorporator

February 29, 2000

DATE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 29 day of February, 2000.



MICHAEL H. MALE
REGISTERED AGENT

FILED
MAR 17 PM 2:52
TALLAHASSEE, FLORIDA