

Sent By: Duke Mullin;
Division of Corporations

954 761 1573;

Jun-6-00 12:16PM;

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To: Division of Corporations
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From: Account Name : DUKE MULLIN & GALLOWAY, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

Smoothie Ventures, Inc.

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

SMOOTHIE VENTURES, INC.

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation ("Corporation") is SMOOTHIE VENTURES, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 811 East Commercial Boulevard, Oakland Park, Florida 33334.

ARTICLE III - PURPOSE

This corporation shall be organized for all legal purposes allowable under the laws of the State of Florida.

ARTICLE IV - SHARES

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 811 East Commercial Boulevard, Oakland Park, Florida 33334. The initial registered agent for the Corporation at that address is Juan A. Poleo.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of four (4) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

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Name	Address
Susan Charles	811 E. Commercial Boulevard Oakland Park, FL 33334
Juan A. Poleo	811 E. Commercial Boulevard Oakland Park, FL 33334
Fred Koenig	811 E. Commercial Boulevard Oakland Park, FL 33334
Kimberly Poleo	811 E. Commercial Boulevard Oakland Park, FL 33334


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -6 PM 2:01ARTICLE VII - INCORPORATOR

The names and street address of the person signing these articles of incorporation is:

Name	Address
Juan A. Poleo	811 E. Commercial Boulevard Oakland Park, FL 33334


ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on JUNE 6, 2000.

JUAN A. POLEO, IncorporatorACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SMOOTHIE VENTURES, INC. at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 6/6/00

JUAN A. POLEO, Registered Agent

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