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July 17, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/19/00--01027--005
122.50 **78.75

SUBJECT: Fresh Guides, Inc.

Enclosed please find the original articles of incorporation for the above corporation and a check in the amount of \$122.50 made payable to Department of State

From:

Ronald Lusk
1045 E. Atlantic Ave #208
Delray Beach, FL 33483

He go!

R. Lusk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 18 AM 11:04

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F. CHESSEX JUL 21 2000

ARTICLES OF INCORPORATION
OF
FRESH GUIDES, INC.

FILED
00 JUL 18 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The Name of this corporation is Fresh Guides, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Section 607.0202 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1045 E. Atlantic Ave #208
Delray Beach, FL 33483

and the name of the initial registered agent of this corporation at that address is
Ronald Lusk.

and the principal office and mailing address of this corporation is:

1045 E. Atlantic Ave #208
Delray Beach, FL 33483

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws. The name and address of the initial director of this corporation is:

Ronald Lusk
1045 E. Atlantic Ave #208
Delray Beach, FL 33483

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Ronald Lusk
1045 E. Atlantic Ave #208
Delray Beach, FL 33483

ARTICLE VII - INDEMNIFICATIONS

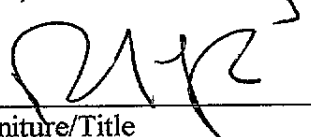
The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

The Undersigned has executed these Articles of Incorporation this

17 day of July, 2000

 / President

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is: Fresh Guides, Inc.
2. The name and address of the registered agent and office is:

Ronald Lusk
1045 E. Atlantic Ave #208
Delray Beach, FL 33483

Signature MLR
Title President
Date July 17 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature MLR
Date July 17 2000