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ACCOUNT NO. : 072100000032

REFERENCE : 776791 81095A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 2:04

ORDER DATE : July 26, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 776791-005

CUSTOMER NO: 81095A

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*****78.75 *****78.75

CUSTOMER: Andrew J. Johnston, Esq
Thomas W. Johnston, P.A.
Suite 301, Barnett Bank Bldg.
2335 East Atlantic Boulevard
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: ZUMOVAL AMERICAS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED
00 JUL 26 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32307

g 7/26/00

ARTICLES OF INCORPORATION
OF

ZUMOVAL AMERICAS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 2: 04

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

ZUMOVAL AMERICAS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. The sale and distribution of fruit juice machines.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of \$1.00. The shares shall be designated "common shares".

ARTICLE V

The address of the principal office and mailing address of the corporation is 675 S.W. 12th Avenue, Suite 101, Pompano Beach, Florida 33069. The name and address of the initial Registered Agent is Andrew James Johnston, 2335 East Atlantic Boulevard, Suite 301, Pompano Beach, Florida 33062.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The name and address of the person who is to serve as the member of the initial board of directors

is: Peter A. Warren
675 S.W. 12th Avenue, Suite 101
Pompano Beach, Florida 33069

ARTICLE VII

The name and address of the incorporator is:

Peter A. Warren
675 S.W. 12th Avenue, Suite 101
Pompano Beach, Florida 33069

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

ARTICLE IX

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of July, 2000.

A handwritten signature in black ink, appearing to be 'P. A. Warren', written over a horizontal line.

Peter A. Warren

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

First, that Zumoval Americas, Inc. is qualified to do business under the laws of the State of Florida with its principal office at 675 S.W. 12th Avenue, Suite 101, Pompano Beach, County of Broward, State of Florida, has appointed Andrew James Johnston, 2335 East Atlantic Boulevard, Suite 301, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: M T M
Registered Agent

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