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TRANSMITTAL LETTER

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

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

SUBJECT: BRAIN FRUIT TECHNOLOGIES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Scott Tarnell
Name (Printed or typed)

3907 Woodglade Cove
Address

Winter Park, FL 32792
City, State & Zip

407-616-5273
Daytime Telephone number

FILED
00 AUG 23 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

OF

Brain Fruit Technologies, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Brain Fruit Technologies, Inc.
The principal place of business of this corporation shall be:

205 E 1st Street
Sanford, FL 32771-1372
Seminole County

ARTICLE II. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

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

3907 Woodglade Cove
Winter Park, FL 32792-6317

and the name of the initial registered agent of this corporation at that address is:

Scott D. Tarnell

ARTICLE V. CAPITAL STOCK

COMMON STOCK

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The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares having a par value of \$0.10 per share.

PREFERRED STOCK

The maximum number of shares of preferred stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares having a par value of \$1.00. The dividends authorized to preferred stock holders will be cumulative. These shares will have preemptive rights. Preferred Stockholders do not have the right to participate in the management of the Company (non voting).

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash 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 at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. The name and street addresses of the initial Board of Directors is:

Scott D. Tarnell
3907 Woodglade Cove
Winter Park, FL 32792

Julie H. Tarnell
3907 Woodglade Cove
Winter Park, FL 32792

ARTICLE VIII. INITIAL OFFICERS

The initial officers of this corporation, to serve until successors are elected and have qualified, are as follows:

President:	Scott D. Tarnell
Vice President:	Julie H. Tarnell
Secretary:	Scott D. Tarnell
Treasurer:	Scott D. Tarnell

ARTICLE IX. INITIAL STOCK SUBSCRIPTION

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

Scott D. Tarnell
3907 Woodglade Cove
Winter Park, FL 32792

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted at any annual or special meeting of the Common Stock Holders provided that notice of intent to propose and adopt amendments to these Articles of Incorporation shall be given in writing to all Common Stock Holders at least thirty (30) days prior to such meeting. At such meeting, an amendment to these Articles of Incorporation shall be deemed as adopted if approval be made by a 2/3 vote of the all outstanding Common Stock whether voted in person or by proxy.

ARTICLE XI. DISSOLUTION

Dissolution of this corporation may be affected by the provisions of Florida Statute #617.05.

ARTICLE XII

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

(a) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act of transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, or firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

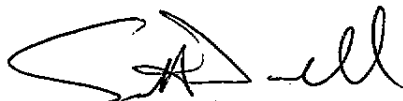
Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary

or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

(b) The Corporation may restrict the transfer of its share in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.

(c) This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

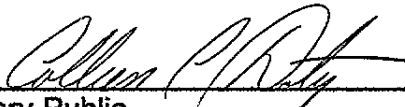
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of August, 2000.



Scott D. Tarnell
Subscriber

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 21st day of August, 2000, by Scott D. Tarnell.



Notary Public



Colleen C Doty
My Commission CC820059
Expires March 22, 2003

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Publisher's Ink, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sanford, County of Seminole, State of Florida, has named Scott D. Tarnell, located at 3907 Woodglade Cove, Winter Park, Florida 32792, as its agent to accept service or process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process to 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.



RESIDENT AGENT

Having been named to accept service of process for the above-named corporation, at place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity.

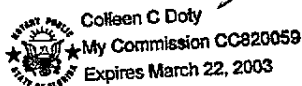


Scott D. Tarnell

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day before me personally appeared Scott D. Tarnell, an officer duly qualified to take acknowledgments, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed same.

WITNESS my hands and official seal in the County and State last afore said this 21st day of August, 2000.


Notary Public

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TALLAHASSEE, FLORIDA