



P0000092185

ACCOUNT NO. : 072100000032

REFERENCE : 848076 89357A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : September 29, 2000

ORDER TIME : 10:37 AM

ORDER NO. : 848076-005

CUSTOMER NO: 89357A

CUSTOMER: Eliot W. Rifkin, Esq
Eliot W. Rifkin, P.a.

Suite 700
9200 South Dadeland Boulevard
Miami, FL 33156

400003409624--4

DOMESTIC FILING

NAME: SKYLAR HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 12:47

RECEIVED
00 SEP 29 AM 11:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 0900
[Signature]

EFFECTIVE DATE

10/1/00

Articles of Incorporation

for

00 SEP 20 PM 12:47

FILED
CLERK OF STATE
OF FLORIDA

SKYLAR HOLDINGS, INC.

ARTICLE I
CORPORATE NAME

The name of the corporation is: SKYLAR HOLDINGS, INC., having its principle place of business at 4410 Nautilus Drive, Miami Beach, Florida 33140.

ARTICLE II
DURATION

The Corporation shall exist and be effective as of October 1, 2000 and have perpetual existence.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to, providing consultation services to the beverage industry.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
PREEMPTIVE RIGHTS

The initial shareholders of the corporation shall have preemptive rights.

ARTICLE VI
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Randi Berkman

INITIAL REGISTERED OFFICE: 4410 Nautilus Drive
Miami Beach, Florida 33140

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is ONE (1), and the name and address of the person who is to serve as initial director is:

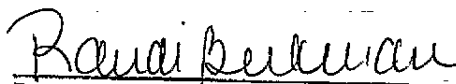
President/Secretary: Randi Berkman, 4410 Nautilus Drive, Miami Beach, Florida 33140

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Randi Berkman, 4410 Nautilus Drive, Miami Beach, Florida 33140

In Witness Whereof, I have executed these Articles of Incorporation in duplicate on this 22 day of September, 2000.


Randi Berkman


STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 12:47

THE FOREGOING Articles of Incorporation were acknowledged before me this 22nd day of September, 2000, by RANDI BERKMAN, as incorporator, who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:

 Rick Silverberg
My Commission CC773198
Expires September 7, 2002

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto


RANDI BERKMAN, Registered Agent