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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**AMERICAN SUGARSTICK, INC.**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 22, 2000

EMPIRE

SUBJECT: AMERICAN SUGARSTICK, INC.  
REF: W00000027725

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF

AMERICAN SUGARSTICK, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

AMERICAN SUGARSTICK, INC.

The principal place of business of this corporation shall be:

540 Brickell Key Drive, Suite 1213, Miami, FL 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

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This Instrument Prepared By:  
LAW OFFICE OF MICHAEL WALKER, P.A.  
407 Lincoln Road, Suite 4-E  
Miami Beach, Florida 33139  
District of Columbia Bar #468142

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**ARTICLE II CAPITAL STOCK**

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid for in cash, services, property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation is 540 Brickell Key Drive, Suite 1213, Miami, FL 33131, and the name of the initial registered agent of this corporation at that address is, **DOMENICO ALBANO**.

**ARTICLE VI INITIAL BOARD OF DIRECTORS**

This corporation shall be conducted by a board and have one director initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one director. The name and address of the initial director of this corporation is:

**DOMENICO ALBANO      540 BRICKELL KEY DRIVE  
SUITE 1213  
MIAMI, FL 33131**

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ARTICLE VII INITIAL OFFICERS

The name of the initial officers are as follows:

PRESIDENT:	DOMENICO ALBANO
SECRETARY:	DOMENICO ALBANO
TREASURER:	DOMENICO ALBANO

ARTICLE VIII INCORPORATOR

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

DOMENICO ALBANO	540 BRICKELL KEY DRIVE SUITE 1213 MIAMI, FL 33131
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ARTICLE IX DISTRIBUTION

The name and post office address of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
DOMENICO ALBANO	540 BRICKELL KEY DRIVE SUITE 1213 MIAMI, FL 33131	100
ANTONIO ALBANO	540 BRICKELL KEY DRIVE SUITE 1213 MIAMI, FL 33131	100

ARTICLE X EFFECTIVE DATE

These Article of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

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ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of November, 2000.

Signature of Incorporator

DOMENICO ALBANO

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF MIAMI-DADE )

THE FOREGOING INSTRUMENT, was acknowledged before me 1st day of NOVEMBER, 2000, by Domenico Albano, who is personally known to me or who has produced Florida Driver's license as identification and who did (did not) take an oath.

Lydia M. Molina  
NOTARY PUBLIC, STATE OF FLORIDA

Lydia M. Molina  
NAME OF OFFICER (PRINT OR TYPE)

My commission expires:



LYDIA M. MOLINA  
Comm. No. CC 617479  
My Comm. Exp. Apr. 8, 2001  
Revised thru Pickard Ins. Agcy.

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## ARTICLES OF INCORPORATION FILING FEE:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT: AMERICAN SUGARSTICK, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED DOMENICO ALBANO AS REGISTERED AGENT LOCATED AT 540 BRICKELL KEY DRIVE, SUITE 1213, MIAMI, FL 33131 TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE: \_\_\_\_\_

DOMENICO ALBANO

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED

11/01/2000

\_\_\_\_\_  
DOMENICO ALBANO, REGISTERED AGENT

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