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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

FILED
01 JAN - 8 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ICED OUT EXECUTIVE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

RECEIVED
01 JAN - 8 AM 10:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

200003527112--9
-01/08/01--01023--019
*****78.75 *****78.75

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

OF

ICED OUT EXECUTIVE, INC.

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TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is ICED OUT EXECUTIVE, INC.

ARTICLE 11
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

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

ARTICLE 1V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Vincent P. Dunn, Esquire
Florida Bar No. 654515
VINCENT P. DUNN, P.A.
18350 N.W. 2nd Avenue, Suite 500
Miami, Florida 33169

ARTICLE V

The name of the initial registered agent of this corporation is Vincent P. Dunn. The street address of the initial registered office of the corporation in the State of Florida is 18350 N.W. 2nd Avenue, Suite 500, Miami, Florida 33169 and the principal place of business of the corporation is 14975 N.W. 22nd Avenue, Opa Locka, Florida 33054.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

RHINEY HAGINS

14975 N.W. 22ND AVENUE
OPA LOCKA, FL 33054

ARTICLE VII
INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is Rhiney Hagins, 14975 N.W. 22nd Avenue, Opa Locka, FL 33054.

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

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

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that ICED OUT EXECUTIVE, INC., desiring to organize or
qualify under the laws of the State of Florida with its principal
place of business at 14975 N.W. 22nd Avenue, Opa Locka, Florida
33054 has named Vincent P. Dunn, Esquire located at 18350 N.W. 2nd
Avenue, Suite 500, Miami, Florida 33169 as its agent to accept
service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at 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 performance
of my duties.

Dated this _____ day of _____, 2001.

By: 

VINCENT P. DUNN, ESQUIRE
Registered Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA
01 JAN -8 PM 1:43
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CONSENT TO ACTION TAKEN
IN LIEU OF RE-ORGANIZATIONAL MEETING

OF

ICED OUT EXECUTIVE, INC.

The undersigned being the incorporator of the corporation consent to and ratify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on _____ with the Secretary of State of Florida was approved and inserted in the record book of this corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year until their successors are appointed or elected and shall qualify:

RHINEY HAGINS

The persons whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Office	Name
President/Treasurer/Secretary	RHINEY HAGINS

By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel for the corporation were adopted and inserted in the record book.

The Seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

ISSUANCE OF INITIAL SHARES
(a) ACKNOWLEDGMENT OF SUBSCRIPTIONS:

The corporation hereby acknowledges that subscription were received by its and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
RHINEY HAGINS	100%	\$ 1.00

(b) PAYMENT OF SUBSCRIPTIONS: The officers of the corporation are hereby authorized to call for the payment of such subscriptions and to issue shares evidenced by properly executed stock certificates against receipt of the subscription price therefor.

© NONASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

(d) ALLOCATION OF PROCEEDS: of the consideration received by the corporation for the capital stock to be issued hereunder, One Dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

(e) DESIGNATION OF BANK DEPOSITORY: The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes, orders and bills of exchange payable to or otherwise the property

of the corporation; to deposit them in such accounts; and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as a appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors.

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372 of the Internal Revenue Code and the property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first director of **ICED OUT EXECUTIVE, INC.** on the dates indicated.

Name of Director

Date of Execution

Rhiney Hargins
RHINEY HARGINS

1/5/01

