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March 15, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32313

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-03/19/01--01082--016
*****78.75 *****78.75

Re: Reel Smoothies, Inc.

Ladies and Gentlemen:

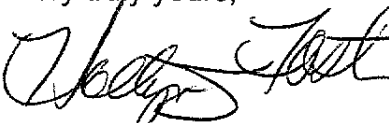
I enclose the following:

1. Original and one copy of Articles of Incorporation of Reel Smoothies, Inc.;
2. Certificate naming Registered Agent, etc.;
3. Check payable to the Secretary of State in the amount of \$78.75 to cover the following:

Filing fee-	\$ 35.00
Registered Agent	
Designation-	\$ 35.00
Certified copy of Articles	<u>8.75</u>
Total	\$78.75

Please return the documents to me at the above referenced address. Thank you for your assistance.

Very truly yours,


Hollyn J. Foster, CLA
Certified Legal Assistant

FILED
2001 MAR 19 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

:hjf
Enclosures

g 3/22/01

**ARTICLES OF INCORPORATION
OF
REEL SMOOTHIES, INC.**

FILED
2001 MAR 19 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 is Reel Smoothies, Inc.

ARTICLE II. CORPORATE ADDRESSES

The principal office of the corporation is 1560 Business Center Dr., Suite 6, Orange Park, FL 32073 and its mailing address is 1560 Business Center Dr., Suite 6, Orange Park, FL 32073 at the time of execution of these Articles.

ARTICLE III. PURPOSE

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, of a par value of \$1.00 per share, all of which shares shall be designated common shares.

ARTICLE V. PERPETUAL EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 334 East Duval Street, Jacksonville, FL 32202 and the name of its initial registered agent at such address Earl M. Barker, Jr.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is Brooke Lowsley Spitzer, 1420 Green Turtle Court, Orange Park, FL 32073

Brooke L. Spitzer
Brooke Lowsley Spitzer

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of March, 2001, by Brooke Lowsley Spitzer, who is personally known to me and who did not take an oath.

Hollyn J. Foster
Notary Public, State of Florida
My commission expires:



**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 Reel Smoothies, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1560 Business Center Dr., Suite 6, Orange Park, FL 32073, has named Earl M. Barker, Jr., its agent to accept service of process within Florida.

REEL SMOOTHIES, INC.

By: Brooke L. Spitzer
Brooke Lowsley Spitzer, Incorporator

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.

Earl M. Barker, Jr.
Earl M. Barker, Jr.
Resident Agent

FILED
2001 MAR 19 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA