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STEVEN LUBETSKY
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April 27, 2001

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

600004092306--6
-04/30/01--01118--006
*****70.00 *****70.00

Re: Verafresh, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Verefresh, Inc. Also please find a check for the sum of \$70.00 to cover the filing of the Articles of Incorporation and Designation of Registered Agent. Please feel free to contact me should you have any questions or require additional information. Please correspond with me at the address indicated on this letterhead. I appreciate your assistance and cooperation in this matter.

Sincerely,


Steven Lubetsky, Esq.

NO COPY

Enclosures

FILED
01 APR 30 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BARS IN FLORIDA, PENNSYLVANIA, AND NEW JERSEY
(561) 218-0378; CELL: (561) 302-4472; FAX: (561) 451-1198

T. Burch MAY 3 2001

ARTICLES OF INCORPORATION

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OFSECRETARY OF STATE
TALLAHASSEE FLORIDAVERAFRESH, INC.

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

ARTICLE I

NAME: The name of this corporation is:

VERAFRESH, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be permitted by the operation is as follows:

1. The corporation may engage in any activity or business which is permitted under the laws of the State of Florida.
2. And, in general, to carry on any other business in connection with the foregoing of which calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIFTY THOUSAND (50,000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share. The initial distribution of stock shall be as follows:

- | | |
|---------------------------|------------|
| (1) ERIC AKIVA | 250 Shares |
| 10663 PEBBLE COVE | |
| BOCA RATON, FLORIDA 33498 | |
|
(2) ERIC BUCHWALD | 250 Shares |
| 8044 TWIN LAKES DRIVE | |
| BOCA RATON, FLORIDA 33496 | |

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE THOUSAND DOLLARS (\$5000.00), 500 shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be

VERAFRESH, INC. ,

having its principal place of business at:

566 SOUTHEAST 15TH AVENUE
BOYNTON BEACH, FLORIDA 33435

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch officers in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have Two (2) Directors initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be fewer than one (1).

ARTICLE VIII

DIRECTORS: The names and addresses of the first Board of Directors to these Articles of Incorporation are as follows:

- (1) ERIC BUCHWALD: President/Treasurer/Director
8044 TWIN LAKES DRIVE
BOCA RATON, FLORIDA 33496
- (2) ERIC AKIVA: Vice-President/Secretary/Director
10663 PEBBLE COVE
BOCA RATON, FLORIDA 33498

OFFICERS: The names and addresses of the original officers are as follows:

- (1) ERIC AKIVA: President/Director
10663 PEBBLE COVE
BOCA RATON, FLORIDA 33498
- (2) ERIC BUCHWALD: Vice-President/Secretary/Treasurer/Director
8044 TWIN LAKES DRIVE
BOCA RATON, FLORIDA 33496

ARTICLE IX

INCORPORATORS AND SUBSCRIBERS: The Incorporators and Subscribers to all of the capital shares of the corporation are:

- (1) ERIC AKIVA: President/Director
10663 PEBBLE COVE
BOCA RATON, FLORIDA 33498
- (2) ERIC BUCHWALD: Vice-President/Secretary/Treasurer/Director
8044 TWIN LAKES DRIVE
BOCA RATON, FLORIDA 33496

ARTICLE X

AMENDMENT: These Article 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 by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

DESIGNATION OF REGISTERED AGENT: ERIC AKIVA

10663 PEBBLE COVE, BOCA RATON, PALM BEACH COUNTY, FLORIDA 33498,

is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for

VERAFRESH, INC.

at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



ERIC AKIVA,
REGISTERED AGENT

WE, THE UNDERSIGNED, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 19 day of April, 2001.



ERIC AKIVA



ERIC BUCHWALD

Sworn to and subscribed before me this 19 day of April, 2001.



NOTARY PUBLIC,
STATE OF FLORIDA

My Commission Expires:



STATE OF FLORIDA

COUNTY OF

Palmetto

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appeared:

ERIC AKIVA and
ERIC BUCHWALD

to me known to be the persons who subscribed to the foregoing Articles of Incorporation, and they have acknowledged to me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 19 day of April, 2001.

Margaret Gail Mancuso
NOTARY PUBLIC,
STATE OF FLORIDA

My Commission Expires:

