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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

COCO LOKO OF PALM BEACH INC.

FILED  
01 JUN 28 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 JUN 28 PM 1:51

FILED  
02/05

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**NAME**

The name of this corporation is COCO LOKO OF PALM BEACH INC.

**DURATION**

The period of its duration is perpetual.

**PURPOSE**

The purposes is to engage in any activities or business permitted under the laws of the United States and Florida.

**CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of capital stock, all of one class, at \$1.00 (One Dollar) par value.

**INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office, principal office of the corporation and name and address of the Registered Agent is as follows:

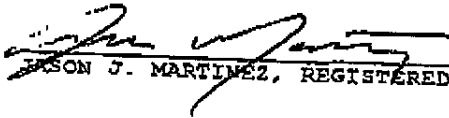
Initial Registered Agent: JASON J. MARTINEZ

Principal address of corporation and registered office address of the corporation, (which are the same) is:

7306 Lake Worth Road  
Lake Worth, Florida 33461

I, JASON J. MARTINEZ, initial Registered Agent of this corporation, am familiar with and accept the duties and responsibilities as registered agent for said corporation.

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JASON J. MARTINEZ, REGISTERED AGENT

**INITIAL OFFICER**

The name and address of the initial officer of this corporation is as follows:

**PRESIDENT & SECRETARY:**

**JASON J. MARTINEZ**

7306 Lake Worth Road  
Lake Worth, Florida 33461

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

**JASON J. MARTINEZ**

7306 Lake Worth Road  
Lake Worth, Florida 33461

The name and address of the Incorporator signing these Articles of Incorporation is:

**JASON J. MARTINEZ**

7306 Lake Worth Road  
Lake Worth, Florida 33461

**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for

this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time the board, a committee or shareholders approve it.

4. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee, which approves such contract or transaction.

#### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular meetings of the board of directors by means of conference telephone or each director as provided by law but annual meetings of the Board of Directors must attend similar communications equipment in fact in person. (FS Section 607.131(7)).

#### INDEMNIFICATION


The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

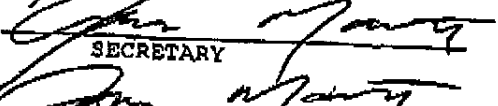
#### INFORMAL ACTION OF DIRECTORS

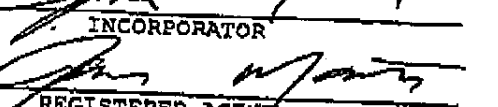
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If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 20<sup>th</sup> day of June 2001.

  
 \_\_\_\_\_  
 PRESIDENT

  
 \_\_\_\_\_  
 SECRETARY

  
 \_\_\_\_\_  
 INCORPORATOR

  
 \_\_\_\_\_  
 REGISTERED AGENT

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