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AUTHORIZATION :

Patricia Pigute

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 30, 2001

ORDER TIME : 12:56 PM

ORDER NO. : 452594-005

CUSTOMER NO: 3487A

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CUSTOMER: Ms. Talia R. Kohne  
Icard Merrill Cullis Timm  
Furen & Ginsburg, Pa  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

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DOMESTIC FILING

NAME: JAMES R. SODA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

PS 8/30/01

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**ARTICLES OF INCORPORATION** 01 AUG 30 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**JAMES R. SODA, INC.**

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

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is James R. Soda, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is % Bruce P. Chapnick, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

## **ARTICLE VII - DIRECTORS**

The initial Board of Directors shall consist of one (1) member(s). The name(s) and address(es) of the person(s) who will serve on the initial Board of Directors is/are:

<u>Name</u>	<u>Address</u>
James R. Soda, Jr.	% Bruce P. Chapnick, Esq. Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A. 2033 Main Street, Suite 600 Sarasota, FL 34237

## **ARTICLE VIII - INCORPORATOR**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

<u>Name</u>	<u>Address</u>
Bruce P. Chapnick, Esq.	Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A. 2033 Main Street, Suite 600 Sarasota, FL 34237

## **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

## **ARTICLE X - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

## **ARTICLE XI - SHAREHOLDER ACTION**

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
Bruce P. Chapnick, Incorporator

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## ACCEPTANCE OF REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for James R. Soda, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
Bruce P. Chapnick, Registered Agent  
Date: August 29, 2001

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