

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## To:

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Fax Number : (850)205-0381

## From:

Account Name : GARTNER BROCK & SIMON  
Account Number : I19990000204  
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## FLORIDA PROFIT CORPORATION OR P.A.

North Florida Smoothie, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA SMOOTHIE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is NORTH FLORIDA SMOOTHIE, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 111 Overlook Drive, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of

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the corporation at that address is Richard C. Brown. The principal office address and the registered office address are the same.

#### ARTICLE VI

##### Directors

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Richard C. Brown	111 Overlook Drive Ponte Vedra Beach, Florida 32082
Brant A. Lawrence	3679 Rustic Lane Jacksonville, Florida 32217
George A. Lawrence	3679 Rustic Lane Jacksonville, Florida 32217

#### ARTICLE VII

##### Incorporator

The name and street address of the incorporator of this corporation is Richard C. Brown, 111 Overlook Drive, Ponte Vedra Beach, Florida 32082.

#### ARTICLE VIII

##### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

#### ARTICLE IX

##### Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

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ARTICLE XDirector Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIIndemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 4th day of April, 2002.

Richard C. Brown  
Incorporator - Richard C. Brown

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of April, 2002, by Richard C. Brown, who is either (x) personally known to me or ( ) has produced \_\_\_\_\_ identification.

Tristan Hoffman  
Name:  
Notary Public, State of Florida  
at Large

My Comm



(Notarial Seal)

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NORTH FLORIDA SMOOTHIE, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named Richard C. Brown, located at 111 Overlook Drive, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within the State of Florida.

  
Richard C. Brown  
Incorporator

Dated: April 4, 2002

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.

  
Richard C. Brown  
Agent for Service

Dated: April 4, 2002

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