TRANSMITTAL LETTER Epart neprocess P. O. Box 6327 TRANSMITTAL LETTER A DIPONTENZA ROMANIA

Tallahassee, FL 32314 -06/20/02--01025--009 *****78.75 *****78.75

SUBJECT: XAIN FRESH, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee

\$78.75

Filing Fee

& Certificate

□\$122.50

\$131.25

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: T&H COMPTROLLERS, INC.

Name (Printed or typed)

312 E, VENICE AVENUE, SUITE 120

Address

VENICE, FL 34292

City, State & Zip

941-484-4980

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

RAIN FRESH, INC.



The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RAIN FRESH, INC.

The address of the principal office of this corporation shall be 13128 Windcrest Drive, Port Charlotte, FL 33953 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 13128

Windcrest Drive, Port Charlotte, Florida 34292, and the name of the initial registered agent of the corporation at that address is Steven J. Solari.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Steven J. Solari Dir. 13128 Windcrest Drive Port Charlotte, FL 33953

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Steven J. Solari 13128 Windcrest Drive Port Charlotte, FL 33953

The undersigned incorporator has executed these Articles of Incorporation on Mine 17, 2002.

Steven J. Solari

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Steven J. Solari, an individual in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

RAIN FRESH, INC.

Steven J. Solari is familiar with and accepts the obligations of the position of Registered

Agent under Section 607.0505, Florida Statutes.

Steven 9. Solari

