

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Tropical Healthy Food Corporation

Certificate of Status	1
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Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
TROPICAL HEALTHY FOOD CORPORATION**

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be TROPICAL HEALTHY FOOD CORPORATION, with its principal place of business at 3149 Southeast 54th Circle, Ocala, Florida 34471.

ARTICLE II - NATURE OF BUSINESS

This Corporation may only engage or transact business with regard to the operation of a Tropical Smoothie™ Franchise, or Franchises, in the State of Florida or the United States of America.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE V - REGISTERED AGENT

The initial Registered Agent for the Corporation is **CARLOS GORDIAN**, and the street address of the Registered Agent is 3149 Southeast 54th Circle, Ocala, Florida 34471. I, **CARLOS GORDIAN**, the named Registered Agent for TROPICAL HEALTHY FOOD CORPORATION, being familiar with, accepts the obligations of this position by signing these Articles of Incorporation.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is **CARLOS GORDIAN**, whose address is 3149 Southeast 54th Circle, Ocala, Florida 34471.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is **CARLOS GORDIAN**, whose address is 3149 Southeast 54th Circle, Ocala, Florida 34471.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Carlos F. Gordian
CARLOS GORDIAN
Incorporator/Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally came and appeared **CARLOS GORDIAN**, the Incorporator and Registered Agent for **TROPICAL HEALTHY FOOD CORPORATION**, who has produced a Florida Driver's License for identification.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this the
1st day of July, 2002.



Susan I. Smals

Notary Public: Susan I. Smals
State of Florida at Large
My Commission Expires:

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TALLAHASSEE FLORIDA