

Division of Corporations

H030000013475

Florida Department of State  
Division of Corporations  
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## From:

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**FLORIDA PROFIT CORPORATION OR P.A.****TROPICAL SMOOTHIE NORTH CENTRAL, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
TROPICAL SMOOTHIE NORTH CENTRAL, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation shall be TROPICAL SMOOTHIE NORTH CENTRAL, INC., 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 F. GORDIAN**, and the street address of the Registered Agent is 3149 Southeast 54th Circle, Ocala, Florida 34471. I, **CARLOS F. GORDIAN**, the named Registered Agent for TROPICAL SMOOTHIE NORTH CENTRAL, INC., 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 F. 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 F. 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.

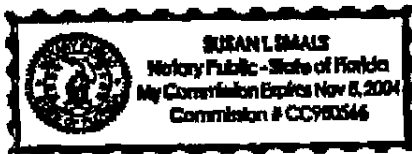
  
**CARLOS F. GORDIAN**  
Incorporator/Registered Agent

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STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally came and appeared **CARLOS F. GORDIAN**, the Incorporator and Registered Agent for TROPICAL SMOOTHIE NORTH CENTRAL, INC., who has produced a Florida Driver's License for identification.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this the 4<sup>th</sup> day of February, 2003.



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

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