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FLORIDA PROFIT CORPORATION OR P.A.

SHAKE & BAKE HEALTH DRINKS & TANNING, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 29, 2003

MIDLAND ENTERPRISES, INC./PA ASSOCIATES

SUBJECT: SHAKE & BAKE HEALTH DRINKS & TANNING, INC.
REF: W03000002593

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ARTICLES OF INCORPORATION
OF

SHAKE & BAKE HEALTH DRINKS & TANNING, INC.

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

ARTICLE ONE NAME

The name of the corporation shall be SHAKE & BAKE HEALTH DRINKS & TANNING, INC.

ARTICLE TWO PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 10919 HANDEL PLACE BOCA RATON FLORIDA 33498

ARTICLE THREE SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shares is: one hundred (100) of no par value.

ARTICLE FOUR INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent will be Jake Steingart of 10919 Handel Place Boca Raton Florida 33498

ARTICLE FIVE INCORPORATOR

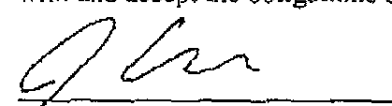
The name and address of the Incorporator of these Articles of Incorporation are: Jake Steingart of 10919 Handel Place Boca Raton Florida 33498


Signed

Jake Steingart - Incorporator

Dated 2/4/03

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Signed Jake Steingart
Registered Agent

Dated 2/4/03

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ARTICLE SIX

The number of directors constituting the initial board of directors is one and the name and address of the person or persons who are to serve as Director until the first annual meeting of the shareholders or until their successors are elected and qualified are:


Name	Mailing Address
Jake Steingart	10919 Handel Place Boca Raton Florida 33498

ARTICLE SEVEN

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE EIGHT

The powers of the Incorporator cease upon filing of the Articles of Incorporation.


Jake Steingart Incorporator

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