

**Electronic Articles of Incorporation
For**

P05000001852
FILED
January 04, 2005
Sec. Of State
nculligan

SMOOTHIE KAFE OF USA, INC.

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

Article I

The name of the corporation is:

SMOOTHIE KAFE OF USA, INC.

Article II

The principal place of business address:

2941 SE 5TH STREET
FT LAUDERDALE, FL. 33316

The mailing address of the corporation is:

2941 SE 5TH STREET
FT LAUDERDALE, FL. 33316

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

DAVID STATES
520 NE 20TH STREET
#912
WILTON MANORS, FL. 33305

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DAVID STATES

Article VI

The name and address of the incorporator is:

DAVID STATES
520 NE 20TH STREET
#912
WILTON MANORS, FL 33305

Incorporator Signature: DAVID STATES

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
DAVID STATES
520 NE 20TH STREET #912
WILTON MANORS, FL. 33305

Title: D
STEVEN B KLEIN
520 NE 20TH STREET #912
WILTON MANORS, FL. 33305

Title: D
CARL STANNARD
1612 NW 12TH AVE
FT LAUDERDALE, FL. 33311

Article VIII

The effective date for this corporation shall be:

01/01/2005