

PO6000042288

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

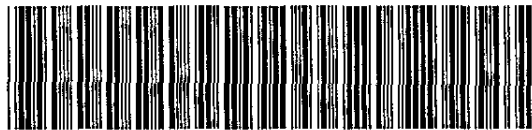
(Document Number)

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Special Instructions to Filing Officer:

*Nannette Myers* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *corp. name on RA cert.*  
DATE *3/23/06*  
DOC. EXAM *MRD*

Office Use Only



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03/06/06--01060--035 \*\*78.75

FILED  
06 MAR 23 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
3/23

6006-11349

# HOLTZMAN EQUELS

ATTORNEYS AT LAW  
MIAMI • ORLANDO • TALLAHASSEE

2601 South Bayshore Drive  
Suite 600  
Miami, Florida 33133  
[www.heqlaw.com](http://www.heqlaw.com)

March 20, 2006

Telephone  
305-859-7700  
Facsimile  
305-859-9996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

ATTN: Ruby Dunlap - New Filing Section

Re: Get Real, Inc. / Get Real Foods, Inc.  
Ref. Number: W06000011349

Dear Ms. Dunlap:

I am submitting an original plus one copy of the new Articles of Incorporation for Get Real Foods, Inc., which reflects the new name selection as requested in your letter dated March 8, 2006.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Nannette M. Myers  
Legal Assistant to Joseph L. Raia

/nmm  
Encs.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 8, 2006

JOSEPH L RAIA, ESQ  
HOLTZMAN EQUELS  
2601 S BAYSHORE DRIVE, SUITE 600  
MIAMI, FL 33133

SUBJECT: GET REAL, INC.  
Ref. Number: W06000011349

We have received your document for GET REAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

Letter Number: 406A00016168

**ARTICLES OF INCORPORATION  
OF  
GET REAL FOODS, INC.**

**FILED**

**06 MAR 23 PM 3: 29**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, desiring to form a corporation pursuant to the laws of the State of Florida, hereby makes and files with the Department of State these Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is GET REAL FOODS, INC. ("Corporation").

**ARTICLE II**

**Address**

The mailing address of the Corporation is:

5700 Collins Avenue  
Suite 16B  
Miami Beach, FL 33140

**ARTICLE III**

**Commencement of Existence**

The existence of the Corporation will commence upon the filing of these Articles with the Office of the Secretary of State of Florida.

**ARTICLE IV**

**Purpose**

The purpose for which this Corporation is formed is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE V**

**Powers**

This Corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not be limited to, the powers granted under the laws of the State of Florida.

**ARTICLE VI**

**Capital Stock**

This Corporation shall have authority to issue 2,000 shares of Common Stock having a

par value of \$.01 per share.

**ARTICLE VII**  
**Principal Office**

The address of the principal office and the mailing address of the Corporation are:

5700 Collins Avenue  
Suite 16B  
Miami Beach, FL 33140

**ARTICLE VIII**  
**Initial Registered Agent**

The street address of the Corporation's initial registered office is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, in the County of Miami-Dade, State of Florida, and the name of its initial registered agent ("Registered Agent") at such office is HE&F Registered Agent Corp.

**ARTICLE IX**  
**Initial Board of Directors**

Initially, the Corporation shall have not less than one (1) and not more than five (5) directors ("Directors"). The number of Directors may be increased or decreased from time to time, as provided by the bylaws of the Corporation ("Bylaws"). The names and street addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Simon Leon Lewis	c/o Shirley Pearlman 4000 Island Boulevard, Apt. 2702 Aventura, FL 33160

**ARTICLE X**  
**Incorporator**

The name of the incorporator ("Incorporator") is Joseph L. Raia, Esq., and address of the Incorporator is 2601 South Bayshore Drive, Suite 600, in the City of Miami in Miami-Dade County, State of Florida, 33133.

**ARTICLE XI**  
**Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the Corporation

shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the Corporation (whether or not he/she is a Director or Officer of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

## **ARTICLE XII**

### **Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders of the Corporation ("Shareholders").

## **ARTICLE XIII**

### **Amendments**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 21<sup>st</sup> day of March, 2006.

  
\_\_\_\_\_  
Joseph L. Raia, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of GET REAL FOODS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0501.

HE&F REGISTERED AGENT CORP.

By: \_\_\_\_\_

Joseph L. Raia, Director

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA