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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ICED OUT INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**ICED OUT INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation is ICED OUT INC.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

**ARTICLE IV TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Yevgeniy Shuman  
859 Washington Avenue  
Miami Beach, Florida 33139

**ARTICLE VI PRINCIPAL MAILING ADDRESS**

The principal mailing address of the corporation shall be:

859 Washington Avenue  
Miami Beach, Florida 33139

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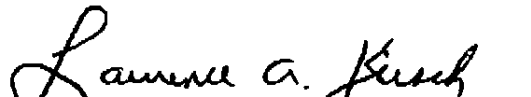
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**ARTICLE VII INCORPORATOR**

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of August, 2007.

  
LAWRENCE A. KIRSCH

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

ICED OUT INC.

2. The name and address of the registered agent and office is:

YEVGENIY SHUMAN

(Name)

859 WASHINGTON AVENUE

(P.O. Box NOT acceptable)

MIAMI BEACH, FL 33139

(City/State/Zip)

*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.*

Yevgeniy Shuman 8/10/07  
Signature Date

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