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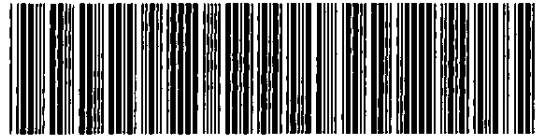
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2010 MAR 25 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LANSKY & COURTNEY, P.L.

ATTORNEYS AT LAW

137 South Parsons Ave.
Brandon, FL 33511

Glen R. Lansky
Patrick B. Courtney

Phone (813) 657-1995
Facsimile (813) 657-1364

March 22, 2010

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

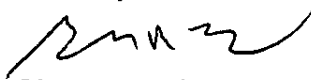
Re: Barely Juice, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced matter, together with a check payable to the Secretary of State in the amount of \$78.75 for the filing of same.

If you have any questions please do not hesitate to contact our office.

Sincerely,


Glen R. Lansky

GRL/dlt
Enclosures

ARTICLES OF INCORPORATION

OF

BARELY JUICE, INC.

ARTICLE I - NAME

The name of this corporation shall be:

BARELY JUICE, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to own, operate and manage any business allowed under the laws of State of Florida, and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares, which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: Lansky & Courtney, P.L., 137 S. Parsons Ave., Brandon, FL 33511. The initial Registered Agent of this corporation at such office, shall be Glen R. Lansky, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

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TALLAHASSEE, FLORIDA

ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: **1004 GIGGLESWICK LANE, BRANDON, FLORIDA 33511.**

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The name and address of the initial Board is:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT GOLDSTON	1004 GIGGLESWICK LANE BRANDON, FL 33511
LAUREL GOLDSTON	1004 GIGGLESWICK LANE BRANDON, FL 33511

ARTICLE VII- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT GOLDSTON	1004 GIGGLESWICK LANE BRANDON, FL 33511

ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Scott Goldston

SCOTT GOLDSTON

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 19th day of March, 2010, by
SCOTT GOLDSTON.

✓ who is personally known to me, or
 who produced _____ as identification

and who did/did not take an oath.

Denise L. Taylor
Notary Public



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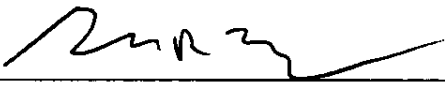
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)**

Pursuant to applicable Florida Statutes, the following is submitted:

That **BARELY JUICE, INC.** desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at Lansky & Courtney, P.L., 137 S. Parsons Ave., Brandon, FL 33511, has Glen R. Lansky of that address, as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Glen R. Lansky
Lansky & Courtney, P.L.

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TALLAHASSEE, FLORIDA