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Eckert Seamans

Requestor's Name

200 W. College Ave.

Address

Tallahassee FL 32301

City/State/Zip

Phone #

222-2515

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-12/24/96--01137--013

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Forever Fresh, Inc.

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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96 DEC 30 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Walk in

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other <u>Restatement</u>

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>Restated</u>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Naturalization

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 24, 1996

ECKERT, SEAMANS

TALLAHASSEE, FL

SUBJECT: FOREVER FRESH, INC.  
Ref. Number: P94000001293

We have received your document for FOREVER FRESH, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If the registered agent is not changing and the agent listed is of historical interests, please list them as the "initial" registered agent.

Please return 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 (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 396A00057124

ARTICLES OF RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
FOREVER FRESH, INC.

FILED  
96 DEC 30 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, FOREVER FRESH, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Restatement of its Articles of Incorporation:

1. The name of the Corporation is Forever Fresh, Inc.
2. The text of the restated Articles of Incorporation is attached hereto as Appendix A.
3. The restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring shareholder approval. The amendments were approved by the holders of Class A Non-voting Common Stock and the holders of Class B Voting Common Stock by unanimous written consent in accordance with sections 607.1003, 607.0821 and 607.0704 of the Florida Statutes, which was sufficient for approval.

Signed this <sup>October</sup>~~November~~ 15th day of ~~November~~, 1996.

  
\_\_\_\_\_  
STEVEN J. HOROWITZ, President

## **APPENDIX A**

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FOREVER FRESH, INC.**

Pursuant to the provisions of section 607.1007, Florida Statutes, FOREVER FRESH, INC., a Florida corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation, as follows:

#### **ARTICLE I: NAME AND ADDRESS**

The name of the Corporation shall be:

**FOREVER FRESH, INC.**

The location and mailing address of the principal office of the Corporation is 3430 N.W. 16th Street, Suite 23, Lauderhill, FL 33311.

#### **ARTICLE II: NATURE OF BUSINESS**

This Corporation may engage in or transact any and all lawful activities or business for which corporations may be organized under the Florida Business Corporation Act.

#### **ARTICLE III: CAPITAL STOCK**

The aggregate number of shares that the Corporation shall have authority to issue and have outstanding at any one time is: 1,000,000 shares of Class A Non-voting Common Stock, without par value; and 50,000 shares of Class B Voting Common Stock, without par value. The two classes of stock shall be identical in all respects except that the Class A Non-voting Common Stock carries no voting rights except as required by law.

#### **ARTICLE IV: REGISTERED AGENT**

The registered agent and street address of the registered office of the Corporation shall

be:

Steven J. Horowitz  
3430 N.W. 16th Street, Suite 23  
Lauderhill, FL 33311

#### **ARTICLE V: PREEMPTIVE RIGHTS**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities, whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

#### **ARTICLE VI: INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, as an officer, or as a fiduciary of an employee benefit plan, of another corporation,

partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE VII: TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal of the Corporation on this 15th day of <sup>October</sup>~~November~~, 1996.

  
\_\_\_\_\_  
STEVEN J. HOROWITZ, President