

P9.50000004563

STEWART M. MIRMELLI

MIAMI BEACH, FLORIDA 33139

December 15, 1994

Florida Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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RE: MENU MAGIC, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for MENU MAGIC, INC.

Also enclosed is my check in the amount of \$70.00 for the following:

\$35.00

Filing fee;

35.00

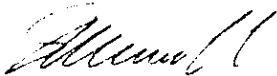
Registered Agent fee.

\$70.00

Please return a stamped copy of the Articles for our records.

If you have any questions or if I may be of further assistance please do not hesitate to call.

Very truly yours,



STEWART M. MIRMELLI, ESQUIRE

SMH/cyr

Enclosures

MAGIC, INC.

1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1995

STEWART M MIRMELLI, ESQUIRE
930 WASHINGTON AVE
THIRD FLOOR
MIAMI BEACH, FL 33139-5096

SUBJECT: MENU MAGIC, INC.
Ref. Number: W95000000091

We have received your document for MENU MAGIC, INC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 895A00000166

ARTICLES OF INCORPORATION

OF

MENU MAGIC, INC.

FILED

95 JAN 18 AM 7:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a competent natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

MENU MAGIC, INC.

ARTICLE II

The purposes and general nature of the business or businesses to be transacted, conducted and carried on by this Corporation shall be:

1. To acquire, improve and develop real property; to erect dwellings of all kinds and to sell or rent the same; to lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, passes and playgrounds; to buy, sell, mortgage, exchange, lease, hold for investment, or otherwise use and operate real estate of all kinds, improved or unimproved, and any interest or right therein.

2. To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and control, directly or through ownership of stock in any other corporation, any and all kind of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.

3. To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

4. To purchase, sell, lease, manufacture deal in and deal with every kind of goods, wares and merchandise, rights, chattels, easements, privileges and franchise which may lawfully be purchased, sold, produced or dealt in by corporations in the State of Florida.

5. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any

corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the right, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

6. Any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

The purposes and powers specified in the foregoing clauses of this Article shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph of this Certificate, but the purposes and powers specified in each of the clauses of this Article II shall be construed as independent purposes and powers, and the foregoing enumeration to specific powers shall not be held, and is not intended to limit or restrict in any manner the powers of the Corporation, but is in furtherance and in addition to the general powers conferred upon corporation organized under the Corporation Law of the State of Florida.

ARTICLE III

This Corporation shall have an authorized capital stock of 1000 shares of common stock, each having a par value of \$1.00, said stock to be fully paid and non-assessable. There shall be no pre-emptive rights accruing to stockholders.

ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation in the State of Florida shall initially be at 400 SOUTH POINTE DRIVE, SUITE 503, MIAMI BEACH, FLORIDA 33139.

ARTICLE VII

The management and control of the business of this corporation shall initially be managed by its stockholders, rather

than by a Board of Directors, under and in accord with Chapter 607 of the Florida Statutes. It is the intention of the subscriber and incorporator that this corporation shall be a corporation, as defined by the Florida Statutes. However, a majority of the stockholders, in accordance with resolutions properly passed in accordance with the By-Laws of this corporation, may decide that this corporation may be managed by a Board of Directors; and, in the event of such adoption of such By-Laws and/or such resolutions, the corporation shall have not less than one (1) Director, which number may be increased or diminished from time to time by By-Laws and/or resolutions adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement signifying that a certain amendment of this Certificate of Incorporation be made.

ARTICLE IX

Insofar as the same is not contrary to the laws of the State of Florida, no contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of its directors, officers or stockholders is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers, individually jointly, may be a part or parties to or may be interested in any contract.

ARTICLE X

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding to which he may be a party, or which he may be involved by reason or his being or having been a director or an officer of the corporation, or any settlement, thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification herein shall apply only when the stockholders approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer or stockholder may be entitled.

ARTICLE XI

It is the intention and purpose of the subscriber to these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate, in order to effectuate the treating of the stock of this Corporation under Section 1244 of the Internal Revenue Code.

ARTICLE XII

The names and street addresses of the first officers and directors of the corporation, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>TITLE</u>
GARRICK EDWARDS 825 MAJORCA AVENUE CORAL GABLES, FL 33134	Pres/Treas-Director
RICHARD A. RUSTER SUITE 503 400 SOUTH POINTE DRIVE MIAMI BEACH, FL 33139 MIAMI, FLORIDA 33157	Sec'y/Chairman of the Board

ARTICLE XIII

In addition to the purposes and powers granted to the corporation under the provisions of Article II hereof, the corporation shall have the express right, power and authority to become a joint venturer, a general partner and/or limited partner, and may enter into general partnership, limited partnership and/or joint venture agreements with any other persons, firms or corporations involving any proper and lawful business purposes.

ARTICLE XIV

The street address of the initial registered office of this Corporation is 930 WASHINGTON AVENUE, 3RD FLOOR, MIAMI BEACH, FLORIDA 33139; and the name of the initial registered agent of this corporation is STEWART M. MIRMEELLI who by his signature hereafter accepts said appointment.

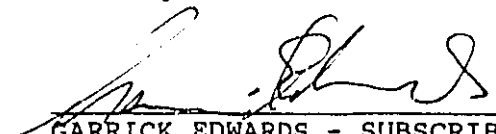
ARTICLE XV

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Corporate existence shall begin on the 15th day of December, 1994.

ARTICLE XVI

The name and address of the incorporators signing these Articles is: GARRICK EDWARDS RICHARD A. RUSTER
825 MAJORCA AVENUE SUITE 503
CORAL GABLES, FL 33134 400 SOUTH POINTE DRIVE
 MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 15th day of December, 1994.


GARRICK EDWARDS - SUBSCRIBER


RICHARD A. RUSTER - SUBSCRIBER

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared GARRICK EDWARDS, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami Beach, said County and State, this 15th day of December, 1994.

NOTARY PUBLIC
State of Florida at Large

My commission expires:

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared GARRICK EDWARDS, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed the same for the purposes therein expressed.


WITNESS my hand and official seal at Miami Beach, said
County and State, this 15th day of December, 1994.

NOTARY PUBLIC
State of Florida at Large

My commission expires:

Having been named to accept service of process for the
stated corporation, at the place designated in these Articles of
Incorporation, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

DATE: 12-15-94



Registered Agent
STEWART M. MIRMELL

SMM/cyr

MAGIC.ART

FILED
95 JUN 13 AM 11
SECRETARY OF STATE
TALLAHASSEE FL

P95000004563

Bradshaw Loispeich

ATTORNEY

950 SOUTH MIAMI AVENUE MIAMI FLORIDA 33130-4121

Office Use Only

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

300001691543

-01/18/96--01029--004

*****35.00 *****35.00

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment NC
<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"/>	Name Reservation

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

SECRET
DIVISION
96 FEB -1 PM 1:18

SH 2/2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1996

Bradshaw Lotspeich
950 S. Miami Ave.
Miami, FL 33130-4121

SUBJECT: MENU MAGIC, INC.
Ref. Number: P95000004563

We have received your document for MENU MAGIC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the titles for the new officers.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 996A00002591

RECEIVED
96 FEB - 1 11:16 AM
DIVISION OF CORPORATIONS

Steve,

In accordance with our
telephone conversation on 1/25/96,
this will inform that our client
does not wish to assign titles
to the directors of the corporation.
Please re-process. Thanks,
Ressie

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MENU MAGIC, INC.
a Florida Corporation

The Articles of Incorporation of Menu Magic, Inc., a Florida corporation (referred to as the "Corporation"), are amended as follows:

**ARTICLE I
NAME**

The name of this corporation is EnviroFlow, Inc. (the "Corporation").

**ARTICLE VI
PRINCIPLE OFFICE**

The principle office of the Corporation is 604 Majorca Avenue, Coral Gables, Florida 33134.

**ARTICLE XIII
DIRECTORS**

The business of the Corporation will be managed by at least one Director and Officer. The names of the officers and directors are **Garrick Edwards**, 604 Majorca Avenue, Coral Gables, Florida 33134, **Trevor Cedar**, 604 Majorca Avenue, Coral Gables, Florida 33134 and **Kieran McGuinness**, 604 Majorca Avenue, Coral Gables, Florida 33134.

**ARTICLE XIV
REGISTERED OFFICE**

The registered office and agent of the Corporation is Bradshaw Lotspeich, P.A., at 950 South Miami Avenue, Miami, Florida 33130-4121. I ACCLPT THE POSITION OF REGISTERED AGENT:

Bradshaw Lotspeich
Bradshaw Lotspeich, P.A.

The foregoing Amendment to the Articles of Incorporation of the Corporation was duly adopted and approved at an appropriately noticed meeting, confirmed by means of the attached unanimous written consent of the shareholder of the Corporation on this 10 day of January, 1996

IN WITNESS, the undersigned shareholder, director and officer of the Corporation executed these Articles of Amendment on January 10, 1996.

EnviroFlow, Inc.
a Florida corporation

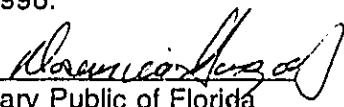
By: Garrick Edwards
Garrick Edwards

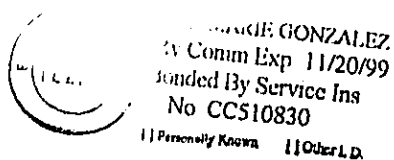
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SECRETARY OF STATE
CORPORATION DIVISION

Garrick Edwards, appeared before me, as a duly authorized representative of , a Florida corporation, and he acknowledged that he executed the Articles of Amendment as sole shareholder, director and officer of the Corporation. He provided Resident Alien card as identification.

IN WITNESS, I have set my hand and affixed my official seal in the State and County noted above on January 10, 1996.


Notary Public of Florida



**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS OF
MENU MAGIC, INC.
a Florida Corporation**

The undersigned, as the sole shareholder of Menu Magic, Inc., a Florida corporation, referred to as the "Corporation," resolve the following pursuant to the terms of Section 607.1003 c. the Florida Statutes:

RESOLVED, that Articles I, VI, XIII and XIV of the Articles of Incorporation of the Corporation be amended to read as follows:

**ARTICLE I
NAME**

The name of this corporation is EnviroFlow, Inc. (the "Corporation").

**ARTICLE VI
PRINCIPLE OFFICE**

The principle office of the Corporation is 604 Majorca Avenue, Coral Gables Florida 33134.

**ARTICLE XIII
DIRECTORS**

The business of the Corporation will be managed by at least one Director and Officer. The names of the officers and directors are **Garrick Edwards**, 604 Majorca Avenue, Coral Gables, Florida 33134, **Trevor Cedar**, 604 Majorca Avenue, Coral Gables, Florida 33134 and **Kieran McGuinness**, 604 Majorca Avenue, Coral Gables, Florida 33134.

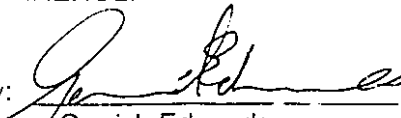
**ARTICLE XIV
REGISTERED OFFICE**

The registered office and agent of the Corporation is Bradshaw Lotspeich, P.A., at 950 South Miami Avenue, Miami, Florida 33130-4121.

RESOLVED, that the Articles of Amendment be filed to amend the indicated Articles of the Corporation's Articles of Incorporation, on behalf of the Corporation.

IN WITNESS, the undersigned shareholder has executed this Consent on January 10, 1996.

SHAREHOLDER:

By: 
Garrick Edwards