

**ROBERT B. SMITH, P.A.**

Attorney At Law  
169 East Flagler Street  
Alfred I. Dupont Building • Suite 700  
Miami, Florida 33131  
(305) 379-4622 Fa. (305) 379-2822

**P45000005106**  
January 4, 1995

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200001374332  
-01/10/95--01016--013  
\*\*\*\*245.00 \*\*\*\*122.50

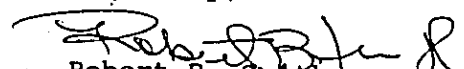
Re: Articles of Incorporation for New Wave Beverage, Inc.  
and Global Food Forum, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporations for filing with the Secretary of State. Also enclosed is a check in the amount of \$245.00 payable to the Secretary of State, representing filing fee for same.

Kindly file stamp original and forward to me at the above listed address. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

  
Robert B. Smith

RBS/lmh  
Enclosures

EFFECTIVE DATE

JAN 21 1995

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502  
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1145-732

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 11, 1995

ROBERT B. SMITH, P.A.  
169 E. FLAGLER ST.  
SUITE 700  
MIAMI, FL 33131

SUBJECT: NEW WAVE BEVERAGE, INC.  
Ref. Number: W9500000732

We have received your document for NEW WAVE BEVERAGE, INC. and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 595A00001238

**ARTICLES OF INCORPORATION**

**OF**

**NEW WAVE BEVERAGE INTERNATIONAL, INC.**

The undersigned, acting as incorporator of New Wave Beverage International, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is New Wave Beverage International, Inc.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on January 21, 1995.

**ARTICLE III. PRINCIPLE PLACE OF BUSINESS**

The principal place of business shall be 169 E. Flagler Street, Suite 1500, Miami, Florida 33131.

**ARTICLE IV. DURATION**

The corporation will exist perpetually.

**ARTICLE V. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the business of formulation, production, marketing and distribution of Aloe Vera based tropical fruit drinks and aloe vera based products in the United States and internationally.

**EFFECTIVE DATE**

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(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

#### **ARTICLE VI. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 169 E. Flagler Street, Suite 700, Miami, Florida 33131, and the name of the corporation's initial registered agent at the address is Robert B. Smith, Esq.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than two (2). The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Henry T. Doherty, Chariman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 1500 Miami, Florida 33131

Robert B. Smith, Executive Vice  
Chairman and Chief Legal Counsel

Alfred I. Dupont Building  
169 E. Flagler Street  
Suite 1500  
Miami, Florida 33131

Keith T. Birkhold, Vice Chairman  
and Chief Operating Officer

Alfred I. Dupont Building  
169 E. Flagler Street  
Suite 1500  
Miami, Florida 33131

Thomas R. Rausch, President

7221 West Kentucky Drive  
Suite B  
Lakewood, Colorado 80226

#### **ARTICLE IX. MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The names and street addresses of the original shareholder is:

<u>Name</u>	<u>Shares</u>	<u>Address</u>
Global Food Forum, Inc.	100 Class A	Alfred I. Dupont Building 169 E. Flagler Street Suite 1500 Miami, Florida 33131

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Henry T. Doherty, Chariman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 1500 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons

designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment, becoming effective on the date corporate existence begins.

#### **ARTICLE XI. CUMULATIVE VOTING**

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

#### **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE XIII. BYLAWS**

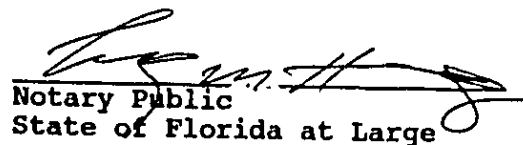
The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of December, 1994.

  
HENRY T. DOHERTY

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of December, 1994, by Robert B. Smith, who is personally known to me to be the person who executed said document.

  
Notary Public  
State of Florida at Large

(Affix notarial seal)

My Commission Expires:


NEW.ART

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Sept. 30, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for New Wave Beverage International, Inc. in the foregoing Articles of Incorporation, I, on behalf of New Wave Beverage International, Inc., a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By:   
ROBERT B. SMITH, ESQ.

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