

P95000025682

BAILEY HUNT & JONES
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

RAUL A. ARENCIBIA
GUY B. BAILEY, JR.
ELIZABETH S. BAKER
KATHY J. BIBLE
SCOTT J. CAGAN
TIMOTHY CONE
STEVEN CARLYLE CRONIG
JAMES C. CUNNINGHAM, JR.
RICHARD M. DAVIS
EARL G. GALLOP
JUDITH B. GREENE
RICHARD H. HUNT, JR.
BRUCE HURWITZ
JESSE C. JONES

COURVOISIER CENTRE • SUITE 300
501 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131-2623
TEL. (305) 374-5505
FAX (305) 374-6715

OF COUNSEL
LAWRENCE S. EVANS
JEROME M. HESCH*
J. BRUCE IRVING
ROBERT E. SCHUR
SENIOR COUNSEL
WM. R. DAWES
GEORGE J. BAYA
(INACTIVE)
*ADMITTED IN NEW YORK ONLY

EFFECTIVE DATE
March 27, 1995

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32309

Re: Penguin Beverages, Inc.

500001441755
-03/28/95--01098--018
****122.50 ****122.50

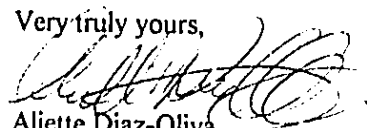
Dear Sir or Madam:

Enclosed please find our company check in the amount of \$122.50 which represent the filing fee in connection with the incorporation of Enviroclean, Inc. We are sending these documents via Federal Express so as to expedite this matter. Kindly return the original and stamp dated copy of the Articles of Incorporation in the Federal Express envelope provided for your convenience.

If you have any questions, please do not hesitate to contact the undersigned.

Thank you in advance for your kind cooperation.

Very truly yours,


Aliette Diaz-Oliva
Secretary to
Lawrence S. Evans

/ad-o
Enclosures

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:21

Ali -
gave permission
to chg director
name to Ricardo -
4/4/95
Stala

KAN 3-31

EFFECTIVE DATE
3-27-95

**ARTICLES OF INCORPORATION
OF
PENGUIN BEVERAGES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:21

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: **PENGUIN BEVERAGES, INC.**

ARTICLE II

The principal place of business of this Corporation shall be 2233-2235 N.W. 79th Avenue, Miami International Commerce Center, Miami, Florida 33126

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 Dollars (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VI

The initial registered office of this Corporation shall be Evans & Associates, 501 Brickell Key Drive, Suite 300, Miami, Florida 33131-2623, and the initial registered agent of this Corporation at such office shall be Lawrence S. Evans who, by signing these Articles of Incorporation, accepts the designation and agrees to comply with the provisions of Section 48.091 Florida Statutes (1989) as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the shareholders.

ARTICLE VIII

The name and address of the director constituting the initial Board of Directors is:

Name

Address

Ricardo Francisco

5757 Collins Avenue
Unit No. 1001
Miami Beach, Florida 33140

ARTICLE IX

The name and the street address of the subscriber to the Articles of Incorporation is:

Name

Address

Lawrence S. Evans

Evans & Associates
501 Brickell Key Drive
Suite 300
Miami, Florida 33131-2623

ARTICLE X


In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were

not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

ARTICLE XI

This Corporation shall become effective upon execution of these Articles of Incorporation.

Dated: March 27, 1995

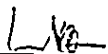


Lawrence S. Evans

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PENGUIN BEVERAGES, INC. at the place designated in the foregoing Articles of Incorporation, Lawrence S. Evans agrees to act in this capacity and agrees to comply with the provisions of Section 607.0501, Florida Statutes (1990) relative to keeping open an office.

Dated: March 27, 1995



Lawrence S. Evans