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LAW OFFICES
RONALD E. YOUNG
1860 FOREST HILL BLVD
SUITE 105
WEST PALM BEACH, FL 33406

TELEPHONE (407) 966-9758
(407) 966-6211

FAX (407) 966-9495

May 23, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-05/25/95--01054--001
***122.50 ***122.50

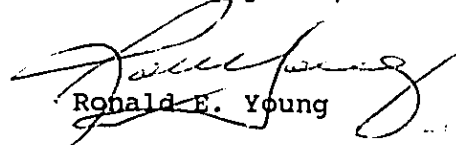
RE: RAPID FROST, INC.

Ladies\Gentlemen:

Enclosed herewith are an original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original and return the certified copy to this office. Also enclosed is a check for \$122.50 for the filing fee.

Thank you.

Sincerely yours,


Ronald E. Young

REY/ngt
Encs.

RECEIVED
JUN 1 1995
5:15 PM

BROWN JUN - 1 1995

ARTICLES OF INCORPORATION
OF
RAPID FROST, INC.

FILED
MAY 31 PM 2:58
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is RAPID FROST, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of RAPID FROST, INC. is 1860 Forest Hill Blvd., Suite 105, West Palm Beach, FL 33406.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is Michael O'Donnell, 124 East Central Blvd., Lantana, FL 33462.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Michael O'Donnell 124 East Central Blvd.
Lantana, FL 33462

Jerry A. Byrd 471 Ashwood Place
Boca Raton, FL 33431

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Michael O'Donnell 124 East Central Blvd.
Lantana, FL 33462

Jerry A. Byrd 471 Ashwood Place
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 23rd day of May, 1995.

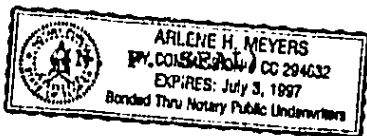

Michael O'Donnell


Jerry A. Byrd

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of May, 1995 by MICHAEL O'DONNELL who is personally known to me, or who produced _____ as identification.



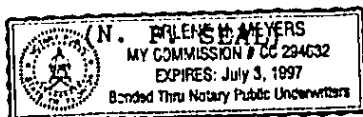
Arlene H. Meyers
Notary Public, State of Florida

Arlene H. Meyers
(Print/type name of Notary Public,
commission no. and date of expiration)

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of May, 1995 by JERRY A. BYRD who is personally known to me, or who produced _____ as identification.



Arlene H. Meyers
Notary Public, State of Florida

Arlene H. Meyers
(Print/type name of Notary Public,
commission no. and date of expiration)

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

RAPID FROST, INC. hereby appoints MICHAEL O'DONNELL to act as
Registered Agent for the purpose of accepting service of process in
accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.


MICHAEL O'DONNELL

ngt:young\rapid.art

FILED
55 MAY 31 PM 2:58
TALLAHASSEE, FLORIDA