

P95000058550

THE LAW OFFICES OF MANUEL RUBIO

ATTORNEYS AT LAW  
310 MADISON AVENUE  
SUITE 1514  
NEW YORK, NEW YORK 10017

TELEPHONE 212-983-4580  
FACSIMILE 212-983-0461

LONG ISLAND OFFICE  
320 OLD COUNTRY ROAD  
GARDEN CITY, NEW YORK 11530

July 21, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200001548732  
-07/28/95--01054--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: The Fresh Juice Company of Florida, Inc.

Dear Madam/Sir:

Enclosed for filing with the Department of State of Florida is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation for the above-referenced company. Also enclosed is a check payable to the Department of State in the amount of \$78.75 representing the filing fee for the Articles of Incorporation (\$35), the Certificate of Designation (\$35) and Certificate of Filing (\$8.75).

Please forward the Certificate to the undersigned at the address set forth above.

Sincerely,

*Manuel Rubio*

Manuel Rubio

Walt Curry called 7/28  
asked to have Art. returned  
Fed-X it to him @  
512 Century Oaks Ct.  
Lakeland, FL 33813

cc: Steve Smith  
Paul Ballentine  
Enclosures

SHARON L. TALA

JUL 28 1995

**ARTICLES OF INCORPORATION  
OF  
THE FRESH JUICE COMPANY OF FLORIDA, INC.**

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

**ARTICLE I  
NAME**

The name of the corporation shall be: The Fresh Juice Company of Florida, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1000 American Superior Boulevard, Winter Haven, Florida 33884.

**ARTICLE III  
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock, par value \$.01 per share.


**ARTICLE IV  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Paul Ballentine, 1000 American Superior Boulevard, Winter Haven, Florida 33884.

**ARTICLE V  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:  
Manuel Rubio, 3241 Corlear Avenue, Bronx, New York 10463.

The undersigned incorporator has executed these Articles of Incorporation this  
21st day of July, 1995.

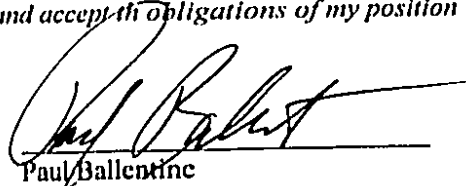
  
Manuel Rubio

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Fresh Juice Company of Florida, Inc.
2. The name and address of the registered agent and office is: Paul Ballentine, 1000 American Superior Boulevard, Winter Haven, Florida 33884.

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Paul Ballentine

Date: July 25, 1995

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904 222 9071  
904 222 0991 FAX

800-342-8086

**CS networks**  
PRESTIGIOUS  
LEGAL & FINANCIAL SERVICES

90 AUG 30 PM 12:05

ACCOUNT NO: 072100000032

REFERENCE : 068088 4656E  
AUTHORIZATION : *Patricia Pugh*  
COST LIMIT : \$ 227.50

ORDER DATE : August 28, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 068088

400001986754

CUSTOMER NO: 4656E

CUSTOMER: Ms. Joanne R. Jensen  
Greenberg Traurig Hoffman  
111 North Orange Avenue  
Suite #2050  
Orlando, FL 32801

ARTICLES OF MERGER

CLEAR SPRINGS CITRUS, INC.

INTO

THE FRESH JUICE COMPANY OF  
FLORIDA, INC.

FILED  
96 AUG 30 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY- THREE CERT. COPIES  
☐ PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

P95000058550

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

CLEAR SPRINGS CITRUS, INC., a Florida corporation H68049

INTO

THE FRESH JUICE COMPANY OF FLORIDA, INC., a Florida corporation,  
P95000058550

File date: August 30, 1996

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 227.50

ARTICLES OF MERGER OF  
CLEAR SPRINGS CITRUS, INC., a Florida corporation  
INTO  
THE FRESH JUICE COMPANY OF FLORIDA, INC., Florida corporation

FILED  
96 AUG 30 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to FSA § 607.1105, the corporations described herein, desiring to effect a merger, set forth the following facts:

**ARTICLE I**

The name of the corporation surviving the merger is: THE FRESH JUICE COMPANY OF FLORIDA, INC., a Florida corporation, which is a wholly-owned subsidiary of The Fresh Juice Company, Inc., a Delaware corporation.

The name of the Surviving Corporation has not been changed as a result of the merger.

**ARTICLE II**

The Surviving Corporation is a domestic corporation, incorporated in Florida on July 28, 1995.

**ARTICLE III**

The name of the Absorbed Corporation is: CLEAR SPRINGS CITRUS, INC., a Florida corporation.

The state of domicile of the Absorbed Corporation is: Florida

The date of incorporation of the Absorbed Corporation is: July 24, 1985.

**ARTICLE IV**

The Plan of Merger, containing the information required by FSA § 607.1101, is set forth in Exhibit A, which is attached hereto and made a part hereof.

**ARTICLE V**

The manner of adoption and vote of the Absorbed Corporation was as follows:

By unanimous written consent dated March 31, 1996, the Shareholders of Clear Springs Citrus, Inc. approved the Plan of Merger. The merger was then unanimously adopted by the board of directors at a special meeting held on March 31, 1996.

#### ARTICLE VI

The manner of adoption and vote of the Surviving Corporation was as follows:

The Fresh Juice Company, Inc., the sole shareholder of The Fresh Juice Company of Florida, Inc., consented to and approved the merger on March 31, 1996. The merger was adopted by the sole directors of the board of directors of The Fresh Juice Company, Inc. on March 31, 1996.

#### ARTICLE VII

These Articles of Merger will be effective on September 1, 1996 at 12:01 a.m.

Date: August 29, 1996

CLEAR SPRINGS CITRUS, INC., a Florida corporation

By: B. Duffy PRES.  
Brian Duffy, President

THE FRESH JUICE COMPANY OF FLORIDA, INC., a Florida corporation

By: Steven Smith PRES  
Steven Smith, President



## Exhibit A

### PLAN OF MERGER

This Plan of Merger is made as of this 27<sup>th</sup> day of August, 1996, by and between The Fresh Juice Company of Florida, Inc., a Florida corporation ("Fresh Juice Florida"), a wholly owned subsidiary of The Fresh Juice Company, Inc. ("Fresh Juice") and Clear Springs Citrus, Inc., a Florida corporation ("Clear Springs").

Fresh Juice Florida and Clear Springs adopt the following Plan of Merger:

1. Names. The names of the corporations proposing to merge are:
  - a. Clear Springs Citrus, Inc., a Florida corporation (also known as the "Absorbed Corporation").
  - b. The Fresh Juice Company of Florida, Inc., a Florida corporation (also known as the "Surviving Corporation").
2. Merger. Fresh Juice Florida shall merge with Clear Springs and Fresh Juice Florida will be the Surviving Corporation.
3. Terms and Conditions. The merger shall become effective on September 1, 1996 at 12:01 a.m. (the "Effective Date") following the filing of, with the Department of State of the State of Florida, Articles of Merger setting forth the terms of this Plan of Merger. On the Effective Date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.
4. Conversion of Shares. On the Effective Date of the merger:
  - a. Each share of the capital stock of Fresh Juice Florida which is at the time issued and outstanding shall remain.
  - b. Each share of capital stock of Clear Springs, which is at the time issued and outstanding shall be cancelled and extinguished in exchange for the issuance of an aggregate of 1,160,000 validly issued, duly authorized and non-assessable shares of common stock of Fresh Juice to the then existing shareholders of Clear Springs, to be allocated by agreement of such then existing shareholders.

- c. The conversion shall be effective as follows.

After the Effective Date of the Merger, each holder of certificates for shares of common stock of Clear Springs shall surrender all of their shares of stock to Fresh Juice or its duly appointed agent and Fresh Juice shall issue an aggregate 1,160,000 shares of common stock of Fresh Juice to such shareholders.

5. Changes in Articles of Incorporation. There shall be no changes in the Articles of Incorporation of the Surviving Corporation.

6. Change in By-laws. The By-laws of Fresh Juice Florida shall be the By-laws of the Surviving Corporation following the Effective Date of the merger.

7. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date of the merger shall be as follows and they shall continue to act in such capacity until their successors have been elected or appointed and qualified:

**OFFICERS:**

Chief Executive Officer	Steven M. Bogen	81 Dahlia Street, Staten Island, New York 10312
President:	Steven Smith	5 Lawson Lane, Great Neck, NY 10023
Secretary:	Steven M. Bogen	81 Dahlia Street, Staten Island, New York 10312
Assistant Secretary:	Steven Smith	5 Lawson Lane, Great Neck, NY 10023
Treasurer:	Mark Feldman	33 Bond Street, Bridgewater, New Jersey 08007
Board Members:	Steven Smith	5 Lawson Lane, Great Neck, NY 10023
	Brian Duffy	1234 Laurel Lane, Schaumburg, Illinois 6019
	Steven M. Bogen	81 Dahlia Street, Staten Island, New York 10312
	Jeffrey Smith	300 Mercer Street, Apt. 3A, New York, NY 10003

8. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the state of Florida.

9. Abandonment of Merger. This Plan of Merger may be abandoned at any time prior to the Effective Date upon mutual consent of the Board of Directors of the Surviving Corporation and the Absorbed Corporation or by any party to the Merger Agreement in the event that any foreign or domestic court of competent jurisdiction or any domestic governmental,

regulatory or administrative agency or commission shall have issued an order, decree or ruling (other than an ex-parte order or temporary restraining order) or taken any other action, in each case restraining, enjoining or otherwise prohibiting the transactions contemplated by the Merger Agreement.

10. Modification. The Plan of Merger may be amended or modified with the approval of the Boards of Directors of each of the constituent corporations; provided that no modification shall affect the conversion of share provisions nor materially and adversely affect the rights of stockholders under this Plan, and such amendment or modification shall otherwise comply with Section 607.1103, Florida Statutes.

11. Execution of Agreement. Upon approval by the stockholders, this Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

THE FRESH JUICE COMPANY OF FLORIDA,  
INC., a Florida corporation

By: 

Steven Smith, President

CLEAR SPRINGS CTRUS, INC., a Florida  
corporation

By: 

Brian Duffy, President