

Scott E. Cadwell, CPA NH
1335 E. Vine St.
Kissimmee, FL 34744

P96000007248

January 11, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee FL 32314

200001693102
-01/19/96--01052--011
****122.50 ****122.50

RE: JUICE, JUICE & JUICE, INC.

Dear Representative:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above- referenced corporation. I am forwarding a check in the amount of \$122.50 which covers the \$35.00 filing fee, \$52.50 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return to the undersigned. Feel free to call if you have any questions.

Sincerely,



Scott Cadwell

Enclosures

FILED
96 JAN 19 AM 9:35
DEPT. OF STATE
TALLAHASSEE, FLORIDA

GB 1/24/96

**ARTICLES OF INCORPORATION
OF
JUICE, JUICE & JUICE, INC.**

FILED
96 JAN 19 AM 9:36
CLERK OF THE STATE
OF FLORIDA

ARTICLE I. NAME

The name of this corporation shall be JUICE, JUICE & JUICE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State Of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State Of Florida.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue 1,000 \$1.00 par value shares of common capital stock.
- B. The designations, voting powers, references and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - 1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board Of Directors.
 - 2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any, such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of common stock held by them respectively. The Board Of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such

remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State Of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers 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, except as otherwise herein provided or reserved to the holders of common stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the applicable provisions of the laws of Florida, the Board Of Directors is expressly authorized:
1. To make, alter or repeal the Bylaws of the corporation.
 2. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.
 3. By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board Of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board Of Directors, or in the Bylaws of the corporation, shall have and may exercise all the powers and authority of the Board Of Directors in the management of the business and affairs of the corporation to the extent permitted by the applicable provisions of the laws of Florida, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the shareholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation; and, unless the resolution of Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.
 4. When and as authorized by the shareholders in accordance with statute, to sell, lease

or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board Of Directors shall deem expedient and for the best interests of the corporation.

- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows: William Tracey and Ginger Tracey, 12729 Newfield Drive, Orlando, Florida, 32837.

ARTICLE VIII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 12729 Newfield Drive, Orlando, Florida, 32837.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: William Tracey.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: William Tracey, 12729 Newfield Drive, Orlando, Florida, 32837.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

William Tracey
William Tracey - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of JUICE, JUICE & JUICE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for JUICE, JUICE & JUICE, INC.

William Tracey
William Tracey - Registered Agent

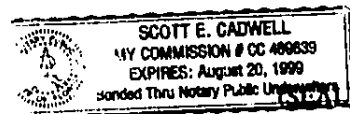
State Of Florida
County Of ~~Orange~~

On 15 January, 1999, William Tracey, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of JUICE, JUICE & JUICE, INC.

Scott E. Cadwell
Notary Public

Scott E. Cadwell
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



Articles Of Incorporation Of Juice, Juice & Juice, Inc.

FRANK P. NISI, JR. & ASSOCIATES, P.A.

ATTORNEYS AT LAW

205 E. CENTRAL BLVD., SUITE 304 • ORLANDO, FLORIDA 32801 • TEL. (407) 422-5068 • FAX (407) 422-9166

P96000007248

December 9, 1996

VIA: Certified Mail/Return Receipt Requested
Article Number P 604 767 185

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

60000120279855--2
-12/12/95--0100--013
*****70.00 *****35.00

RE: Juice, Juice & Juice, Inc.
Ref. Number P96000007248

Dear Representative:

Enclosed are the following items:

- 1.) A copy of Letter Number 796A00054777, dated December 6, 1996;
2.) Resignation by William Tracey as Officer and Director of Juice, Juice & Juice, Inc.;
3.) Form CR2E045, Statement of Change of Registered Office or Registered Agent or Both for Corporations, which has been signed by Ginger Tracey; and
4.) A check in the amount of \$70.00 for filing fees.

Kindly record the enclosed items and return confirmation to my office at your earliest convenience. Thank you for your assistance in this matter.

Sincerely,

Frank Price

Frank P. Nisi, Jr.

FPN:ms

Enclosures

FILED
96 DEC 12 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

off Res
HFS

12-20-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FILED

96 DEC 12 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 6, 1996

Frank P. Nisi Jr. & Associates
205 E. Central Blvd.
Suite 304
Orlando, FL 32801

SUBJECT: JUICE, JUICE & JUICE, INC.
Ref. Number: P06000007248

We have received your document for JUICE, JUICE & JUICE, 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.

The fees are \$35.00 for filing the Resignation of Officer form and \$35.00 for the Change of Registered Agent form. I have enclosed a Change of Registered Agent form that you may fill out and return to us. The registered agent change form that you sent does not include all the information we need. Since you are changing the registered agent Mr. Tracey does not need to file the Resignation of Registered Agent form.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 796A00054777

RESIGNATION

I, William Tracey, whose address is 12729 Newfield Drive, Orlando, Florida, 32837, hereby resign as an Officer and Director of Juico, Juico & Juico, Inc. a Florida corporation, filed on January 19, 1996, and assigned Document Number P96000007248, pursuant to Florida Statutes Chapter 607, effective as of November 25, 1996.

A copy of this Resignation has been furnished by mail to the offices of the corporation.

William Tracey
William Tracey

11/25/96
Date

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me, the undersigned authority, personally appeared William Tracey who acknowledged before me that he signed the foregoing Resignation for the purposes expressed herein. William Tracey is (✓) personally known to me or () has produced a valid Florida Driver's License (FL DL No. _____) as identification.

Sworn and subscribed before me this 25 day of November, 1996.



[SEAL]

Michelle D. Schuster
Notary Public

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96 DEC 12 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000007248

FPN

Frank P. Nisi, Jr. & Associates, P.A.

205 East Central Blvd., Suite 101

Orlando FL 32801

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) 900002027989--0
-12/12/96--01100--013
*****70.00 *****35.00
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 type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" 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

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96 DEC 12 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-20-96

LFJ

FRANK P. NISI, JR. & ASSOCIATES, P.A.
ATTORNEYS AT LAW

203 E. CENTRAL BLVD., SUITE 304 • ORLANDO, FLORIDA 32801 • TEL. (407) 422-3008 • FAX (407) 422-9166

November 26, 1996

VIA: Certified Mail/Return Receipt Requested
Article No.: P 604 767 188

Florida Department of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Juice, Juice & Juice, Inc.
Document No.: P96000007248

Dear Representative:

Enclosed please find the following documents for filing with your office.

- 1.) Resignation as Officer and Director signed by William Tracey;
- 2.) Resignation as Registered Agent signed by William Tracey;
- 3.) Statement of Change Registered Agent of Juice, Juice & Juice, Inc.; and
- 4.) Certificate of Acceptance as Registered Agent signed by Ginger Tracey.

Kindly file these documents upon receipt and return proof of filing to me. Attached is a check in the amount of \$70.00 which represents the filing fees.

Sincerely,



Frank P. Nisi, Jr.

FPN:ms

Enclosures

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96 DEC 12 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC -2 AM 9:01
DIVISION OF CORPORATIONS

~~100685, 00534, 00672~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

Frank P. Nisi Jr. & Associates
205 E. Central Blvd.
Suite 304
Orlando, FL 32801

SUBJECT: JUICE, JUICE & JUICE, INC.
Ref. Number: P96000007248

We have received your document for JUICE, JUICE & JUICE, 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.

The fees are \$35.00 for filing the Resignation of Officer form and \$35.00 for the Change of Registered Agent form. I have enclosed a Change of Registered Agent form that you may fill out and return to us. The registered agent change form that you sent does not include all the information we need. Since you are changing the registered agent Mr. Tracey does not need to file the Resignation of Registered Agent form.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 796A00054777

FILED
96 DEC 12 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: JUCE JUICE JUICE, INC.
2. The mailing address of the corporation is: 12729 Newfield Drive, Orlando,
Florida 32837
3. Date of incorporation/qualification: 1/19/96 Document number: P96000007248
4. The name and address of the current registered agent and office:

William Tracey
12729 Newfield Drive
Orlando FL 32837

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Ginger Tracey
12729 Newfield Drive
Orlando FL 32837

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Ginger Tracey ✓ 12.9.96
(Signature of an officer, chairman or vice chairman of the board) (Date)
Ginger Tracey, President, Chairman, Sole Shareholder
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Ginger Tracey ✓ 12.9.96
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Ginger Tracey
(Typed or Printed Name) (Capacity)