

**BRENDA LEE HAMILTON
ATTORNEY AT LAW**

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P960000011661

January 25, 1996

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

SUBJECT: MINGO BAY BEVERAGES, INC.

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To whom it may concern:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed. This represents payment for:

Articles of Incorporation	\$35.00
Designation of and Acceptance by a Registered Agent	\$35.00
Certificate of Status	\$ 8.75
Certified Copy of Articles of Incorporation	\$52.50

Thank You,

Brenda Lee Hamilton
Brenda Lee Hamilton
Attorney at Law

BLH:bl
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MINGO BAY BEVERAGES, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I.
CORPORATE NAME**

The name of this corporation is **MINGO BAY BEVERAGES, INC.**

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is as follows:

**5115 NW 65th Terrace
Coral Springs, Florida 33067**

**ARTICLE III.
NATURE OF THE CORPORATION BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 50,000,000 shares of Authorized Common Stock, and 10,000,000 issued and outstanding Common Stock having a par value of \$.001 per share and 2,000,000 shares of Preferred Stock having a par value of \$.01 per share. The designations, preferences, limitations and relative rights of the shares of each class of Common Stock and of Preferred Stock shall be as determined by the Board of Directors of the Corporation.

**ARTICLE V.
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VI.
REGISTERED AGENT AND INITIAL
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida is:

Brenda Lee Hamilton, Esquire
555 S. Federal, Suite 400
Boca Raton, Florida 33423

**ARTICLE VII.
INCORPORATOR**

The Incorporator and the street address of the person signing these Articles of Incorporation is:

Larry Moses
5115 NW 65th Terrace
Coral Springs, Florida 33067

**ARTICLE VIII.
BOARD OF DIRECTORS**

The number of Directors may be increased from time to time by Bylaws adopted by the Directors or the stockholders, but shall never be less than one Director. A director of the Corporation may only be removed for cause.

**ARTICLE IX.
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE X.
AFFILIATED TRANSACTIONS**

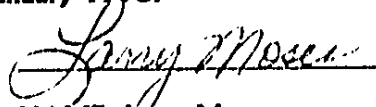
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated

transactions.

**ARTICLE XI.
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 18th day of January 1996.

A handwritten signature in cursive script, appearing to read "Larry Moses", written over a horizontal line.

**NAME: Larry Moses
Incorporator**

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Mingo Bay Beverages, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5115 NW 65th Terrace, Coral Springs, Florida 33067 has named Brenda Lee Hamilton, Esquire, 555 S. Federal, Suite 400, Boca Raton, Florida 33423, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Brenda Lee Hamilton

NAME: Brenda Lee Hamilton

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STATE
BOCA RATON FLORIDA

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Wampler Buchanan & Breen
A Professional Association
Attorneys and Counselors at Law
555 S. Federal Highway
Suite 400
Boca Raton, Florida 33432

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RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 607.1509, or 617.1509, Florida Statutes, the Undersigned, Brenda L. Hamilton hereby resigns as Registered Agent for Mingo Bay Beverages Inc.

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.


Signature of resigning agent 6/12/97

APPROVED
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SECRETARY OF STATE