

P96000018270

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

OK 2/28/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/28/96		
TIME	10:30+		CK No. _____
BY	JD		

WALK-IN:  
Will Pick Up \_\_\_\_\_

RE: Miami Ice Beverages Inc No. 52504  
**FILED**

96 FEB 28 AM 11:31  
C.C. FEE. DISBURSED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Capital Express™  
☐ Art. of Inc. File \_\_\_\_\_  
☐ Corp. Record Search \_\_\_\_\_  
☐ Ltd. Partnership File \_\_\_\_\_  
☒ Foreign Corp. File \_\_\_\_\_  
☐ ( ) Cert. Copy(s) \_\_\_\_\_

☐ Art. of Amend. File \_\_\_\_\_  
☐ Dissolution/Withdrawal \_\_\_\_\_  
☐ O U S - \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_

200001726712  
-02/28/96--01011--020  
\*\*\*\*122.50 \*\*\*\*122.50

☐ Name Reservation \_\_\_\_\_  
☐ Annual Report/Reinstatement \_\_\_\_\_  
☐ Reg. Agent Service \_\_\_\_\_  
☐ Document Filing \_\_\_\_\_

☐ Corporate Kit \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ Document Retrieval \_\_\_\_\_

☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ File No.'s, \_\_\_\_\_ Copies \_\_\_\_\_  
☐ Courier Service \_\_\_\_\_  
☐ Shipping/Handling \_\_\_\_\_  
☐ Phone ( ) \_\_\_\_\_  
☐ Top Priority \_\_\_\_\_  
☐ Express Mail Prep. \_\_\_\_\_  
☐ FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

SUBTOTALS \_\_\_\_\_

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION  
OF

MIAMI ICE BEVERAGES, INC.

**FILED**

96 FEB 28 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be: **MIAMI ICE BEVERAGES, INC.**

The address of the Corporation shall be:

c/o Edward M. Livingston, Esq.  
P.O. Box 1599  
Winter Park, FL 32790

ARTICLE II - DURATION

This corporation shall exist in perpetuity as provided for in *Florida Statutes*, Chapter 607.

ARTICLE III - PURPOSE

This corporation is organized to conduct any and all lawful business or act in any manner lawful under the laws of the United States and the State of Florida, including *Florida Statutes*, Chapter 607 (1976), generally known as The Florida General Corporation Act or any other statute of the State of Florida not inconsistent with *Florida Statutes*, Chapter 607 (1976).

#### **ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of 7,500 shares of Common Stock with \$1.00 par value per share.

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Shareholders shall have no preemptive rights.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is 628 Ellen Drive, P.O. Box 1599, Winter Park, Florida 32790, and the name of the initial registered agent is EDWARD M. LIVINGSTON.

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws. The names and street addresses of the first members of the Board of Directors, who shall hold office until the first meeting of shareholders or until successors are elected, are as follows:

NAME

STREET ADDRESS

John E. Calebrese, Jr.

6401 Falconsgate Ave.  
Davie, FL 33331

### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

STREET ADDRESS

Edward M. Livingston

628 Ellen Drive  
Winter Park, Florida 32789

### ARTICLE IX - BY-LAWS

The shareholders or the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or appealed by the

shareholders or the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders at any meeting expressly called for said purpose, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
Edward M. Livingston

STATE OF FLORIDA       )  
COUNTY OF ORANGE    )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared EDWARD M. LIVINGSTON personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State  
and County aforesaid, this 26<sup>th</sup> day of February, 1996.

**FILED**

96 FEB 28 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Melody A. North

Notary Public

Print Name:

My Commission Expires: ★



MELODY A. NORTH  
My Commission CC 882908  
Expires Sep. 27, 1997  
Bonded by HAI  
800-422-1555

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for: MIAMI ICE  
BEVERAGES, INC. at the place designated in the foregoing Articles of  
Incorporation, I hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and complete performance  
of my duties.

Edward M. Livingston

EDWARD M. LIVINGSTON

DATE: Feb. 26, 1996