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(WEST OF I 95, SOUTH OF 45TH STREET)

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DANIEL L. BAKST
MICHAEL H. BAKST
LESLIE DEHN CLOYD
JOHN M. KOENIG, JR.
CHAD B. PAVA
GARY I. ZWICKEL (1944-1987)

MAILING ADDRESS
POST OFFICE DRAWER 3648
WEST PALM BEACH, FL 33402-3648

June 7, 1996

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****122.50 ****122.50

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

Re: Strawberries on the Beach, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation which I would appreciate your filing. A check in the amount of \$122.50 is enclosed for the filing fees. A stamped, self-addressed envelope is also enclosed for your convenience in returning the certified copy of the filed Articles to me.

Thank you for your attention to the foregoing.

Cordially,

Daniel L. Bakst
06

DANIEL L. BAKST

:dg
Enclosures

FILED
96 JUN 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
6/12/96

ARTICLES OF INCORPORATION
OF
STRAWBERRIES ON THE BEACH, INC.

FILED
96 JUN 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name and Address

The name of this corporation is STRAWBERRIES ON THE BEACH, INC. with its principal address as 19601 N.E. 19th Avenue, North Miami Beach, FL 33179.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose and Powers

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description. The corporation shall have all of the powers authorized under applicable law.

Article IV - Shares of Stock

The corporation is authorized to issue one hundred (100) shares of common stock with no par value.

Article V - Initial Registered Office and Agent

The street address of initial registered office of this corporation is 19601 N.E. 19th Avenue, North Miami Beach, FL 33179 and the name of the initial registered agent of this corporation at that address is ALVIN I. BAKST.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Alvin I. Bakst
19601 N.E. 19th Avenue
North Miami Beach, FL 33179

Article VII - Incorporators

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

Alvin I. Bakst
19601 N.E. 19th Avenue
North Miami Beach, FL 33179

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 5 day of June, 1996.


ALVIN I. BAKST

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ALVIN I. BAKST, who is personally known to me or who has produced DRIVERS LICENSE B230-009-34-031 as identification and

who did execute the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this the 5 day of June, 1996.

Sandra L. Guvets
(Signature of Notary)

Sandra L. Guvets
(Printed Name of Notary)

Notary Public, State of Florida

Sandra L. Guvets
(Commission Number)

My commission expires: _____



Sandra L. Guvets
MY COMMISSION # CC882326 EXPIRES
April 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That STRAWBERRIES ON THE BEACH, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at the City of North Miami Beach, County of Dade, State of Florida, has named ALVIN I. BAKST, located at 19601 N.E. 19th Avenue, City of North Miami Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

FILED
96 JUN 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA