

Trial Practice
Personal Injury and Wrongful Death
Administrative Law

LAW OFFICES OF
ROBERT WOOLFORK

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P960000 54280
June 5, 1996

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: SPARKLE FRESH, INC.

500001878189
-06/26/96--01064--025
****122.50 ****122.50

Gentlemen/Ladies:

Enclosed is an original and one (1) copy of the Articles of Incorporation and our Trust
Account Check No. ____ for \$122.50 to incorporate the above named entity.

FROM: Robert Woolfork, Esq.
The Murphy House
317 East Park Avenue
Tallahassee, FL 32301-1513
(904) 224-9887

Your expeditious processing of these corporate papers is appreciated.

Sincerely,


Robert Woolfork

RW:at

Attachments

B:SPRSHINC.PRO



**ARTICLES OF INCORPORATION
OF
SPARKLE FRESH, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - Name

The name of this Corporation shall be: **SPARKLE FRESH, INC**

ARTICLE II - Principal Office

The principal place of business and mailing address of this Corporation shall be:
1100 E. Tennessee Street, Suite B, Tallahassee, FL 32308. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III - Capital Stock

(1) The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Hundred Thousand (100,000) shares of voting common stock, each share having a par value of five dollars (\$5.00). The consideration for said shares of stock may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

(2) The shares of stock to be issued by the Corporation shall be issued and accepted and held

subject to the following provisions and restrictions upon sales and transfer thereof:

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any share of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the Corporation or the nominee of its Board of Directors, the right and privilege for sixty (60) days to purchase the same at a price and upon the terms which shall be agreed upon in writing between such stockholders and the Corporation or such nominee. In the event that any such stockholder and the Corporation shall fail to agree upon the price and terms within the time provided for and in the event that all the stockholders and the Corporation have not hereafter otherwise provided by Agreement for the price and terms for the purchase of said stock, then the price shall be equal to the book value of the stock, and no stock of the Corporation shall be transferred upon its books unless the foregoing provisions have been complied with, and any attempt to transfer such stock in any other manner shall be void.

ARTICLE IV - Initial Registered Agent and Street Address

The Name and Street Address of the initial registered agent is: Robert Woolfork, Esq., The Murphy House, 317 East Park Avenue, Tallahassee, Florida 32301-1513.

ARTICLE V

The name(s) and street address(es) of the incorporator (s) to these Articles of Incorporation is(are):

EDWARD R. SCOTT, II
1100 E. Tennessee Street, Suite B
Tallahassee, FL 32308.

ROBERT D. PROVITT
7500 Talley Ann Drive
Tallahassee, FL 32301

ARTICLE VI - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VII - Existence

This Corporation shall have perpetual existence.

ARTICLE VIII - Directors

The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7) as may be fixed by the By-Laws.

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws, and applicable Florida Statutes, shall hold office for the first year of existence of the Corporation, or until their successor(s) is/are elected and qualified are:

EDWARD R. SCOTT, II
President
1100 E. Tennessee Street, Suite B
Tallahassee, FL 32308.

ROBERT D. PROVITT
Secretary/Treasurer
7500 Talley Ann Drive
Tallahassee, FL 32311

except the President shall not also be the Secretary/Treasurer or an Assistant Secretary/Treasurer of the Corporation.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in and is hereby reserved to the shareholders. By-laws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE X - Modification

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator(s) have executed these Articles of Incorporation this 26th day of June, 1996.


EDWARD R. SCOTT, II


ROBERT D. PROVITT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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:

SPARKLE FRESH, INC.

2. The name and address of the registered agent and office is:

ROBERT WOOLFORK, ESQ.
The Murphy House
317 East Park Avenue
Tallahassee, FL 32301

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.


ROBERT WOOLFORK, ESQ.

7 Jun 96 (Date)

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TALLAHASSEE, FLA