

P97000050538

June 4, 1997

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

FILED
97 JUN -6 PM 1:36
TALLAHASSEE, FLORIDA

Re: Milk Plus, Inc.

Enclosed is an original and one (1) copy of the initial Articles of Incorporation and a Certificate of Designation of Registered Agent/Registered Office for Milk Plus, Inc. Also enclosed is a check for \$78.75 in payment of the required filing fees and for a Certificate of Status. Please accept these documents for filing and reply to the following:

Trace Hardaway
14965 S. River Dr.
Miami, FL 33167
Tel #(305)681-1477

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*****78.75 *****78.75

Thank you for your assistance.

Sincerely,

Trace Hardaway

Trace Hardaway

M. STANBURY JUN 9 1997

ARTICLES OF INCORPORATION

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

ARTICLE I, NAME

The name of the corporation shall be: Milk Plus, Inc.

ARTICLE II, PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
c/o Hardaway
14965 S. River Dr.
Miami, FL 33167

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TALLAHASSEE, FLORIDA

ARTICLE III, CAPITAL STOCK

The number and type of shares of stock that this corporation is authorized to issue and have outstanding at any one time is:

10,000 Shares of Common Stock, Par Value \$0.001

ARTICLE IV, INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Trace W. Hardaway
14965 S. River Dr.
Miami, FL 33167

ARTICLE V, INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Trace W. Hardaway
14965 S. River Dr.
Miami, FL 33167

ARTICLE VI, INITIAL BOARD OF DIRECTORS

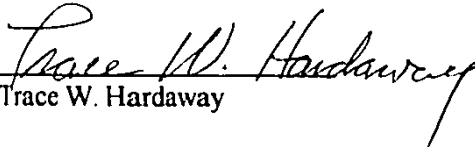
This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the corporation's By-laws. The name and address of the initial Director is:

Trace W. Hardaway
14965 S. River Dr.
Miami, FL 33167

This corporation shall have one (1) initial Officer. The number of Officers may be increased or decreased from time to time by the Board of Directors. The name, office and address of the initial Officer is:

Trace W. Hardaway, President
14965 S. River Dr.
Miami, FL 33167

The undersigned incorporator has executed these Articles of Incorporation this 4th day of June, 1997.


Trace W. Hardaway

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 Milk Plus, Inc.

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

Trace W. Hardaway
(NAME)

14965 S. River Dr.
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33167
(CITY/STATE/ZIP)

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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.

Trace W. Hardaway
(SIGNATURE)

6-4-97
(DATE)