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Requestor's Name

TAMARAC FL 3332

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ARTICLES OF INCORPORATION OF CARRI-FRESH INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the state of florida.

ARTICLE 1 - CORPORATE NAME The name of the corporation is : CARRI-FRESH INC.

ARTICLE II - DURATION This corporation shall exist perpetually unless dissolved according to florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK The corporation is authorized to issue five hundred (500) SHARES AT \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

> Yvonne Morgan 7920 NW 89 AVENUE Tamarac, FL 33321

The mailing address for the corporation is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1) person and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law. Until so changed, the original number of directors shall be two (2). the name and address of the initial directors of the corporation are as follows:

Yvonne Morgan 7920 NW 89 AVENUE Tamarac, FL 33321

Barington Morgan 7920 N.W. 89 AVE. Tamarac, FL 33321

ARTICLE VII - INCORPORATORS

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

Yvonne Morgan 7920 N.W. 89 AVE. Tamarac, FL 33321

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each 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 stockholders entitled to vote thereon, unless all of the directors and stockholders sign a statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed

these articles of Incorporation this

day of

Yvonne Morgen

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, PERSONALLY APPEARED TO ME WELL KNOW AND KNOWN TO ME TO BE THE INDIVIDUAL WHO EXECUTED THE FOREGOING Articles of Incorporation and acknowledged before me that he executed the foregoing for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE ABOVE-NAMED ON THIS 25th day of June, 1997.

Notary MICHAEL HYLTON

State of Floride

My Comm. Exp: 08/02/98

Camma: CC397145

MANAGE TO TANK

Notary Public Signature:

My Commission Expires:

JUNE 25 1997

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT



CERTIFICATE OF REGISTERED AGENT OF

CARRI-FRESH INC.

(name of company)

pursuant to florida statutes sections 48.091 and 607.034, the following is submitted: the above corporation, desiring to organize under the laws of the state of florida with its registered office as indicated in the articles of incorporation

at:

7920 N.W. 89 AVEENUE TAMARAC, FL 33321

has named:

Yvonne Morgan

located at the aforesaid address, as its Registered Agent to accept services of process within this state.

Acknowledgement

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 provisions of florida law in keeping open said office.

(registered agent)