



ICE BAN AMERICA, INC.

P97000061549

Transmittal Letter

FILED  
97 JUL 14 PM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 10, 1997

State of Florida  
Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find Corporate Articles of **ICE BAN INTERNATIONAL INC.** for filing, together with our check in the amount of One Hundred Twenty Two and 50/100 dollars (\$ 122.50) to cover the filing fee.

I have also enclosed an additional copy of the Corporate Articles which I would appreciate having certified and returned to: P. O. Box 14245, North Palm Beach, FL 33408. Thank you.

Sincerely,

*George Janke*  
GEORGE JANKE

Enclosures

F. CHIDDER JUL 16 1997

Corporate office: 1201 U.S. Highway One, Suite 36 • North Palm Beach, FL 33408 • (888) ICEBAN-1 • Fax (561) 625-4989

Operations office: 12118 E. Yates Road • Lyndonville, NY 14098 • (888) 7-ICEBAN • Fax (716) 765-9576

Production Facilities: Minnesota Corn Processors • Marshall, MN 56258 • (800) 328-4150 • Fax (507) 537-2641

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 16, 1997

ANN M. OWEN  
ICE BAN AMERICA  
5600 N. DIXIE HWY. #1507  
WEST PALM BEACH, FL 33407 US

The name ICE BAN INTERNATIONAL, INC. has been reserved for 120 days beginning June 16, 1997. The reservation number is R97000002905 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Jason Merrick

Letter number: 997A00032086

**ARTICLES OF INCORPORATION  
of  
ICE BAN INTERNATIONAL INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of the corporation shall be:

**ICE BAN INTERNATIONAL INC.**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500,000 shares of common stock.

One thousand of these shares having a par value of \$1.00 per share, shall be issued upon the filing of these articles.

**ARTICLE IV ADDRESS**

The street address of the initial registered office of the corporation shall be Suite 201, 3500 Gateway Blvd., Pompano Beach, Florida 33069, and the name of the initial Registered Agent for the corporation at that address is Libo Fineberg, Esq.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the

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corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

GEORGE A. JANKE

RAY MARSHALL

#### ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

GEORGE A. JANKE  
Suite 205, 1201 US Hwy. One  
North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10<sup>th</sup> day  
of July, 19 97.  
Incorporator:

George A Janke  
GEORGE A. JANKE

STATE OF Florida

COUNTY OF Palm Beach

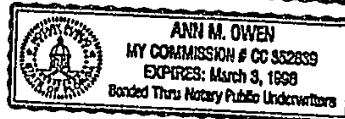
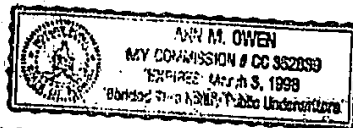
The foregoing instrument was executed and acknowledged before me this 10<sup>th</sup> day of July, 1997, by:

GEORGE A. JANKE

Ann M. Owen  
Notary Public  
State of Florida

(SEAL)

My Commission Expires:



DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. **ICE BAN INTERNATIONAL INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at Suite 205, 1201 US Hwy. One, North Palm Beach, Florida 33407 has named **LIBO FINEBERG, ESQ.** whose address is Suite 201, 3500 Gateway Blvd., Pompano Beach, Florida, 33069, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

LIBO FINEBERG, ESQ.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared **LIBO FINEBERG** who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 8 day of JULY

\_\_\_\_\_, 1997.

Gustavo A. Fortich  
Notary Public GUSTAVO A. FORTICH

(SEAL)

State of Florida

My Commission Expires:

JUN 26, 2000



GUSTAVO A. FORTICH  
COMMISSION # CC 587382  
EXPIRES JUN 26, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.