

Law Offices
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Attorney at Law

1536 Jefferson Street N.
Jacksonville, FL 32209

(904) 358-9151
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*****70.00 *****70.00

September 2, 1997

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

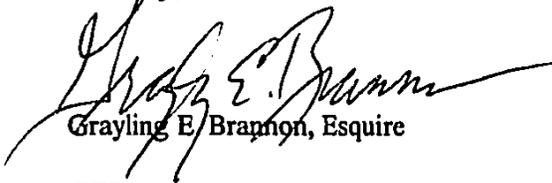
Re: Articles of Incorporation of FUNKY FRESH, INCORPORATED

Dear Secretary:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced corporation. I have also enclosed check number 2420 in the amount of \$70.00 for the filing fee.

If there are any questions or concerns, please contact my office at the letterhead address or telephone number.

Sincerely,



Grayling E. Brannon, Esquire

GEB/clj
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau **SEP 3 1997**

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the incorporator(s) forms a corporation for profit under Florida Law.

The name of the corporation shall be **FUNKY FRESH, INCORPORATED**.

ARTICLE II

This Corporation shall exist perpetually.

ARTICLE III

The purposes of this Corporation is for the production of music products and to exercise the powers now or hereafter granted to corporations under the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 100,000 shares of common stock of no par value.

ARTICLE V

The initial registered agent for this Corporation is: Grayling E. Brannon, Esquire and the initial registered office is located at 1536 Jefferson Street North, Jacksonville, Florida 32209. The principal office is: 3263 Fitzgerald Street, Jacksonville, Florida 32254.

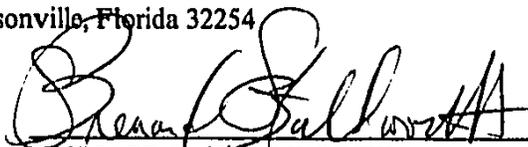
This Corporation shall have one (1) director initially. The number shall be fixed by the bylaws and may be changed from time to time.

The name and street address of each member of the first Board of Directors are:

Brenard L. Stallworth 3263 Fitzgerald Street
 Jacksonville, Florida 32254

The name and address of incorporators are:

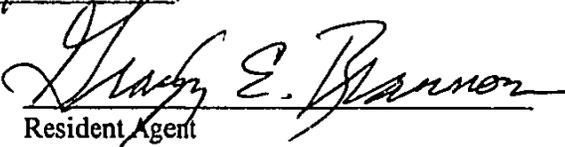
Brenard L. Stallworth 3263 Fitzgerald Street
 Jacksonville, Florida 32254


BRENARD L. STALLWORTH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED, as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated on 30th day of August, 1997.


Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA