

P 97 0000 79036

LAW OFFICES
MONTELLO & KENNEY, P.A.

701 BRICKELL AVENUE
SUITE 1200
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739
September 10, 1997

FILED
97 SEP 11 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002290257--4
-09/11/97--01051--008
*****70.00 *****70.00

Re: THE EAGLE'S MOUNTAIN CORP.

Dear Sir/Madam:

Enclosed herewith please find two original sets of Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

Thank you for your cooperation in this matter and, if you have any questions, please call.

Sincerely,


Judith Kenney

JK:af

Enclosures

jk\misc-cll.ent\secstate.ltr

F. CHANDLER SEP 12 1997

F. CHANDLER AUG 12 1997

ARTICLES OF INCORPORATION

OF

THE EAGLE'S MOUNTAIN CORP.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

THE EAGLE'S MOUNTAIN CORP.

(hereinafter the "Corporation").

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TALLAHASSEE, FLORIDA

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$0.10 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Oldemar Carlos Berreiro Laborda
c/o Montello & Kenney, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

and

Axel Polic
c/o Montello & Kenney, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation
is:

Judith Kenney
MONTELLO & KENNEY, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VIII

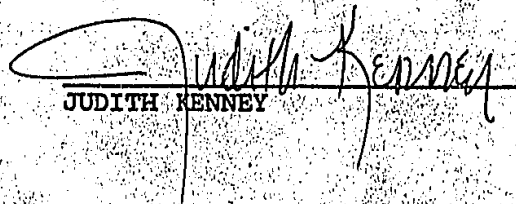
The mailing address of the Corporation's principal office
shall be:

701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses
on behalf of, its officers and directors to the fullest extent not
prohibited by any law in existence either now or hereafter.

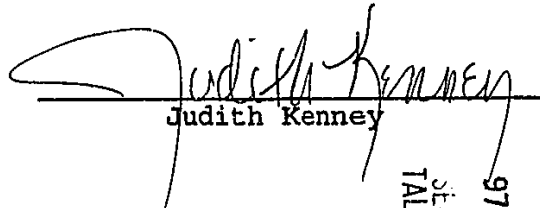
Executed at Miami, Florida this 10th day of September, 1997.


JUDITH KENNEY

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of THE EAGLE'S MOUNTAIN CORP., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 10th day of September, 1997.


Judith Kenney

jk\misc-clt.ent\eagle.art

FILED
97 SEP 11 AM 10:30
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

9700007903
Daniel J. Weinberg, P.A.
Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPAs
New York State Society of CPAs
Florida Institute of CPAs

September 3, 1997

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

700002288787--4
-09/10/97--01008--011
*****70.00 *****70.00

SUBJECT: Frozen Drink Specialties, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Seymour Zivick
Frozen Drink Specialties, Inc.

c/o DANIEL J. WEINBERG, P.A.
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

Very truly yours,

Eve Leslie Weinberg
Eve Leslie Weinberg
Vice President/Administrative Manager

ELW/jw

FILED
97 SEP - 10 AM 9 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

Frozen Drink Specialties, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the corporation shall be:

Frozen Drink Specialties, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

129 NW 13th Street, D34
Boca Raton, FL 33432

ARTICLE III - AUTHORIZED SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Seymour Zivick
129 NW 13th Street, D34
Boca Raton, FL 33432

ARTICLE V - INCORPORATOR(S)

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

Seymour Zivick
129 NW 13th Street, D34
Boca Raton, FL 33432

Dominick Dirisio
6 Damby Place
Boynton Beach, FL 33462

Gary Shaw
33 Divan Way
Wayne, NJ 07470

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name(s) of the initial director(s):

Seymour Zivick

Dominick Dirisio

Gary Shaw

ARTICLE VII - AMENDMENTS

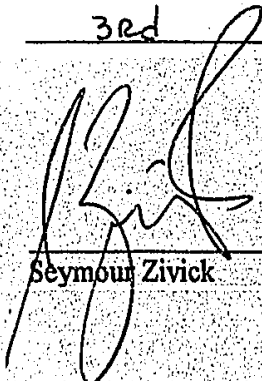
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE VIII - PURPOSES

Business Purpose: To sell frozen drinks in vending machines to businesses and to the general public.

THE UNDERSIGNED, has(have) executed these Articles of Incorporation this

3rd day of September, 1997.



Seymour Zivick

CERTIFICATE OF DESIGNATION
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.

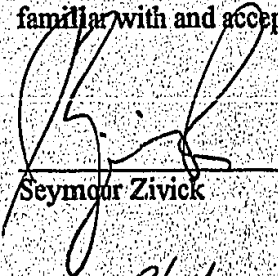
1. The name of the Corporation is:

Frozen Drink Specialties, Inc.

2. The registered agent and office is:

Seymour Zivick
129 NW 13th Street, D34
Boca Raton, FL 33432

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 accepted the appointment as registered agent and agree to at 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.



Seymour Zivick

9/3/97

Date

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97 SEP -10 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA