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September 29, 1997

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

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-10/01/97--01046--009
****122.50 ****122.50

RE:Articles of Incorporation for DUNDEE JUICE, INC.

Dear Sir or Madam:

Enclosed please find an original plus one (1) copy of Articles of Incorporation for DUNDEE JUICE, INC., along with our check in the amount of \$122.50 representing the appropriate filing fee.

Please return a copy of the Articles of Incorporation to this office once they have been filed.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm
Encl.

FILED
SECRETARY OF STATE
97 OCT -1 AM 8:35

RP
10.2.97

ARTICLES OF INCORPORATION OF
DUNDEE JUICE, INC.

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS

97 OCT -1 AM 8:35

ARTICLE I
CORPORATE NAME

The name of the corporation is DUNDEE JUICE, INC.

ARTICLE II
DURATION

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V
SHAREHOLDER'S RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offer to others.

ARTICLE VI
INITIAL REGISTERED AGENT
INITIAL REGISTERED OFFICE

This corporation's initial registered agent and registered office in the State of Florida is Roberta Bernstein, 9405 Dundee Drive, Lake Worth, FL 33467.

ARTICLE VII
CORPORATE ADDRESS

This corporation's initial address is 9405 Dundee Drive, Lake Worth, FL 33467.

ARTICLE VIII
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name of the initial director of this corporation is Roberta Bernstein, and her address is 9405 Dundee Drive, Lake Worth, FL 33467.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is Roberta Bernstein, 9405 Dundee Drive, Lake Worth, FL 33467.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI
AMENDMENTS TO BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

**ARTICLE XII
CORPORATE POWERS**

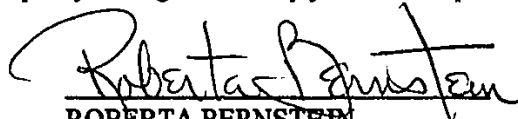
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



ROBERTA BERNSTEIN
Incorporator and Registered Agent

STATE OF FLORIDA)
SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared ROBERTA BERNSTEIN, who is personally known to me or who produced _____ as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1997.

Notary Public

My Commission Expires:

97 OCT - 1 AM 8:30