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97 DEC 12 AM 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Todd Roth, President
Flavor Inc.
3600 S. State Road 7
Suite #362
Miramar, FL 33023

December 9, 1997

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

RE: FLAVORIT, INC.

Gentlemen:

Enclosed please find Articles of Incorporation together with a check in the amount of \$122.50 to cover the cost of filing fee, charter tax, registered agent and certified copy.

Thank you for your prompt attention in this matter.

Respectfully submitted,
FLAVORIT, INC.

Todd Roth

Todd Roth
President

P. Hall

DEC 15 1997

FILED

ARTICLES OF INCORPORATION

97 DEC 12 AM 9:28

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLAVORIT, INC.

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the state of Florida.

ARTICLE I - NAME

The name of this corporation is FLAVORIT, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. The consideration to be paid for each share be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 3600 S. State Road 7, Ste 362, Miramar, Fl 33023. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - DIRECTORS

This corporation shall not have less than one director.

ARTICLE VIII - INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Todd Roth	President/ Secretary	3600 S. State Road 7, #362 Miramar, Fl 33023

These officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX - SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Todd Roth	3600 S. State Road 7, Ste 362 Miramar, Fl 33023

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 3600 S. State Road 7, Ste 362, Miramar, Fl 33023

and the name of the initial Registered Agent of this Corporation is Todd Roth.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every 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.

ARTICLE XII - REIMBURSEMENT

The corporation shall reimburse all authorized employees for any out-of-pocket expenses for traveling and automobile expenses. Also, the corporation has the right to enter into at its option for the benefit of the employees, a pension and/or profit sharing plan, retirement plan or incentive plan.

ARTICLE XIII - INSPECTION OF BOOKS OF CORPORATION

The Board of Directors, from time to time, shall determine whether and to what extent of what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors or by resolution of the Stockholders.

In witness whereof, the undersigned have made and subscribed to these Articles of Incorporation at Miramar, Florida, this 9 day of December 1997 for the uses and purposes aforesaid.

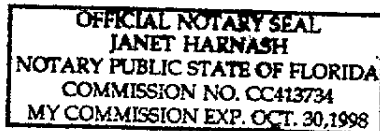
Todd Roth

STATE OF FLORIDA
COUNTY OF BROWARD

Subscribed and acknowledged before me by Todd Roth
who (X) is personally known to me or () has furnished a
valid driver's license or passport, on this 9 day of December,
19 97 .

Janet Harnash
Notary Public - State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

97 DEC 12 AM 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

First: That FLAVOR-IT, INC.

desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation
at City of Miramar , County of Broward , State of Florida,
has named Todd Roth , located at 3600 S. State Road 7,
Ste 362, MiramarFlorida, as its agent to accept service of process
within this state.

Having been named to accept service of process of the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

Todd Roth
Registered Agent