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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: J.I.V. FOOD AND BEVERAGE CORP.

AUDIT NUMBER.....H98000000093

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION
OF

J.I.V. Food and Beverage Corp.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is : *J.I.V. Food and Beverage Corp.*
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is *1000* shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be *c/o Rogers, Towers, Bailey, Jones & Gay, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207* and the name of its initial registered agent at such address is: *C. William Reiney, Esq.*
6. The number of directors constituting the initial board of directors is *one* and the name and address of each person who is to serve as a member thereof is as follows: *Isaiah Sheps, Esq., One Executive Boulevard, Suite 105A, Suffern, New York 10901*
7. The name and address of the sole incorporator is: *Jean M. Sherett c/o BlumbergExcelsior Corporate Services, Inc. 62 White Street, New York, New York 10013*

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: *January 2nd, 1998.*

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


Jean M. Sherett
Sole Incorporator

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of J.I.V. Food and Beverage Corp., the within named corporation.

Dated: January 2, 1998.

By: C. William Rainey
C. William Rainey, Esq.
Its Agent

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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