

P98000015464

TRANSMITTAL LETTER

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

SUBJECT: Polar Bear Corp. Inc.
(Proposed corporate name - must include suffix)

500002432085--0
-02/16/98--01133--003
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Isabel Verney
Name (Printed or typed)

5510 Pinnacle lane
Address

West Palm Beach, Fl. 33415
City, State & Zip

(561) 681-9760
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 16 AM 11:24

FILED

NOTE: Please provide the original and one copy of the articles.

OK 2-17-98

Certificate of Incorporation
of
POLAR BEAR CUP, Inc.

FILED
98 FEB 16 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators for the purpose of forming a profit corporation under the Florida Business Corporation Act, pursuant to Chapter 607 and 621 Florida Statutes, hereby adopts the following Articles of Incorporation.

- FIRST:* The name of the company is POLAR BEAR CUP, Inc.
- SECOND:* The address where its principal place of business and mailing address is: 5000 Lake Worth Road, Suite, 504, Green Acres, FL 33463. The office of the corporation is to be located in the County of Palm Beach.
- THIRD:* The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time and have the authority to issue are as follows:
- | <u>CLASS</u> | <u>NUMBER OF SHARES</u> | <u>PAR VALUE PER SHARE</u> |
|--------------|-------------------------|----------------------------|
| Common | 1,000 | \$1.00 |
- FOURTH:* The address of the initial registered agent of the corporation is 5510 Pinnacle Lane, West Palm Beach, FL 33415 and the name of the initial registered agent at such address is Isabel Verney.
- FIFTH:* The incorporators to these Articles of Incorporation are: Isabel Verney: 5510 Pinnacle Lane, West Palm Beach, FL 33415 and Zoila Suarez: 2577 Kirk Road, West Palm Beach, FL 33406
- SIXTH:* The nature of the business of the corporation and the purpose for which it is formed are as follows:
To buy, sell, invest or assign interests in businesses of every nature, class and description within or without the state of Florida as necessary for the operation of the corporation.
To perform any and all types of services necessary to advance the growth of the corporation. To provide professional sales marketing and management of the manufacturing of a semi-frosted natural beverage. To act as brokers, for any and all types of commodities, stocks or businesses within or without Florida. To buy, sell, exchange, lease, sublease, and otherwise acquire, hold, own, maintain, control, work, improve, alter, operate, manage, rent, deal in and otherwise turn to account real estate, chattels and personal property of every nature, class and description stated within or without the state

of Florida. To mortgage or otherwise lien, to lease, sell, convey, for the corporation in Florida. To exchange, trade, transfer, deal in or in anyway whatsoever, dispose of real property, chattels and personal property of every nature, class and description within or without the state of Florida as necessary for the operation of the corporation. To build, construct, establish, equip, repair, remodel and improve the manufacturing of a frosted beverage, chattels and personal property of every nature, class and description and to carry on any business incidental or pertaining to the operation of the mentioned business. To develop its land for the purpose of building and to perform all things needful for the development of the same as incidental to or pertaining to the operation of mentioned business. To act as a distributor and/or marketing consultant for and to perform all things necessary regarding the same as incidental to or pertaining to the operation of the mentioned business. To manufacture, purchase or otherwise acquire goods, wares, merchandise and personal property of any description and to hold, own, mortgage, sell, or otherwise dispose of, trade, deal in and deal with the same as pertaining to the operation of the aforementioned business. To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body, politic, county, territory, state, government, colony or dependency thereof and without limits as to amount of draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the state of Florida. In addition, the corporation shall have the power to enter into partnership agreements with corporations and individuals, and also to carry on business of any character whatsoever that is not prohibited by law or required to be stated in these articles.

SEVENTH: There is no preference, qualification, limitation, restriction, special or relative rights in respect to the shares. There are no provisions limiting or denying to the shareholders the preemptive right to acquire additional shares of the corporation.

EIGHTH: There are no provisions for the regulation of the internal affairs of the corporation.

NINTH: Each person now or hereafter a director or officer of the corporation (and their heirs, executors, and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, or suit or proceeding or claim to which he is or may be a party by reason of is being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which they shall have been finally adjudged in such action, suit or proceeding or claim to which he is or may be a party by reason of being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have finally adjudged in such action, suit or proceeding, to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. In the event of a settlement, the indemnification shall be made only if the corporation shall be advised in case none of the person involved shall be or have been a director, by the Board of Directors of the

Corporation, and otherwise by independent counsel.

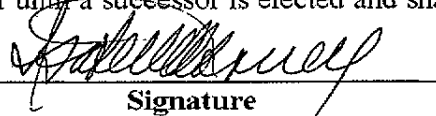
Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, vote of stockholders, or otherwise.

TENTH:

The number of directors constituting the initial Board of Directors of the Corporation shall be (2) and the names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

Isabel Verney *

**Incorporator
REGISTER AGENT**


Signature

Zoila Suarez

Incorporator


Signature

Date: Feb 12/98

* BY SIGNING ABOVE, I HEREBY ACCEPT DESIGNATION
OF REGISTERED AGENT FOR THIS CORPORATION.

FILED
98 FEB 16 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA