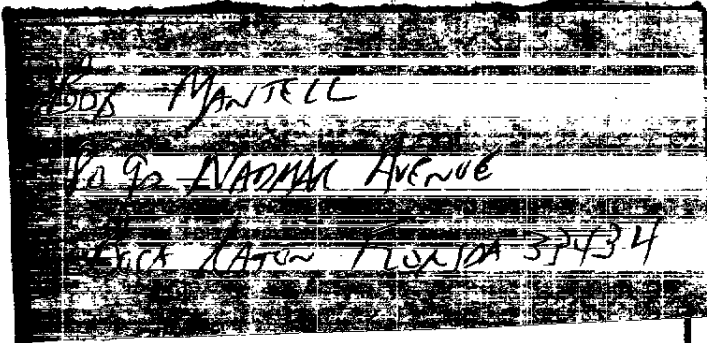


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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

EFFECTIVE DATE
3-7-98

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Dmc/
3/9/98

498-3615



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1998

BOB MANTELL
8090 NADMAR AVE
BOCA RATON, FL 33434

SUBJECT: GOING BANANAS, INC.
Ref. Number: W98000003615

P98-22010

We have received your document for GOING BANANAS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 598A00009296

ARTICLES OF INCORPORATION
OF
GOING BANANAS, INC.

EFFECTIVE DATE

3-7-98

We, the undersigned, subscribers to these Articles of Incorporation, do hereby file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of this corporation shall be as stated above.

ARTICLE 11 - BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall commence shall be ~~January 30th 1998~~. *MARCH 7 1998 RM*

ARTICLE 111 - GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 1V - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation be six thousand (6,000) shares having a par value of One Dollar (\$1.00) per share. Each of said shares of stock shall entitle the holder hereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 8090 Nadmar Avenue, Boca Raton, Florida, 33434.

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TALLAHASSEE, FLORIDA

ARTICLES VIII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the same to be fixed by the Corporate by-laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation may be removed, without cause, at any annual or special meeting of the Board of Directors, where a quorum is present, by the affirmative vote of a majority of the directors present at said meeting.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The members of the first Board of Directors are: Bob Mantell & Eva Mantell whose address is 8090 Nadmar Avenue, Boca Raton, Florida, 33434. The members of the first Board of Directors, unless otherwise provided by the by-laws, shall hold office for the first year of the corporate existence or until their successors are elected or appointed and have qualified.

ARTICLE X - SUBSCRIBERS

The names and addresses of all subscribers for these Articles of Incorporation are Bob & Eva Mantell of whom subscribes to (250 shares each) and whose address is 8090 Nadmar Avenue, Boca Raton, Florida, 33434.

ARTICLE XI - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, are directors or officers of such other corporations; any director individually or any firm which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XII - ASSIGNMENT OF SUBSCRIPTIONS

The original subscribers to these Articles of Incorporation shall have the right, upon Incorporation, to assign and deliver their subscriptions to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment; provided, however, that any, but not all of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

ARTICLE XIII - REGISTERED AGENT AND REGISTERED OFFICE

Let it be known that Bob Mantell is authorized by the Subscriber and Incorporators to be the Duly Authorized Registered Agent, and any and all mail and correspondence related to the above Corporation shall be mailed to: 8090 Nadmar Avenue, Boca Raton, Florida, 33434.

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TALLAHASSEE, FLORIDA

*MR BOB MANTELL ACCEPTS THE DESIGNATION OF AUTHORIZED
REGISTERED AGENT AND UNDERSTANDS HIS OBLIGATION*

*signature witnessed only
FDL M534-760-46-1870*

*State of Florida
Broward City
2/12/98*

Barbara S Fox

[Signature]
DULY REGISTERED AGENT
BOB MANTELL

[Signature]
BOB MANTELL

