

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 18 AM 11:30

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Golden Phoenix Brands, Inc.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name Dula Date 5-18-98 Time 9:17

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File
- _____ LTD Partnership File
- _____ Foreign Corp. File
- _____ L.C. File
- _____ Fictitious Name File
- _____ Trade/Service Mark
- _____ Merger File
- _____ Art. of Amend. File
- _____ RA Resignation
- _____ Dissolution / Withdrawal
- _____ Annual Report / Reinstatement
- ☒ _____ Cert. Copy
- _____ Photo Copy
- _____ Certificate of Good Standing
- _____ Certificate of Status
- _____ Certificate of Fictitious Name
- _____ Corp Record Search
- _____ Officer Search
- _____ Fictitious Search
- _____ Fictitious Owner Search
- _____ Vehicle Search
- _____ Driving Record
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ Courier

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ARTICLES OF INCORPORATION
OF
GOLDEN PHOENIX BRANDS, INC.

The undersigned, acting as incorporator for the purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the corporation is GOLDEN PHOENIX BRANDS, INC.

ARTICLE TWO

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office and the address of the registered agent are:

1145 S.E. Glenwood Drive
Building 12, Apt. 5
Stuart, Florida 34994

The name of the registered agent at the above address is HENRY T. CLEMENTS,
JR..

ARTICLE THREE

The corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value each. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value. The following shares shall be issued initially:

Clements Citrus Sales of Florida, Inc. a Florida corporation	100 shares
1145 S.E. Glenwood Drive	
Building 12, Apt. 5	
Stuart, Florida 34994	

ARTICLE FOUR

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE FIVE

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

ARTICLE SIX

The corporation may engage in any business legally permitted within the State of Florida.

ARTICLE SEVEN

The corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one. The initial director shall be HENRY T. CLEMENTS, JR.

ARTICLE EIGHT

The name and address of the individual who is the incorporator and initial director is:

HENRY T. CLEMENTS, JR.
1145 S.E. Glenwood Dr.
Building 12
Stuart, Florida 34994

ARTICLE NINE

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Henry T. Clements, Jr.
Vice-President	Joseph R. Rizutti
Secretary	Joseph R. Rizutti.
Treasurer	Joseph R. Rizutti

ARTICLE TEN

The bylaws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the board of directors from time to time.

ARTICLE ELEVEN

Meetings of the Shareholders, Board of Directors and officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE TWELVE

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provision of the U.S. Internal Revenue Code and any other elections available to it under the Internal Revenue Code.

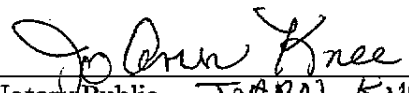
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of May, 1998.


HENRY T. CLEMENTS

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared HENRY T. CLEMENTS, JR., known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct to the best of his knowledge and belief.

SWORN TO and subscribed before me on this 13th day of May, 1998..


Notary Public JOANN KNEE
State of Florida at Large

☒ Personally known
☐ Produced identification _____

My Commission expires:



JOANN KNEE
MY COMMISSION # CC409111 EXPIRES
October 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First -- That GOLDEN PHOENIX BRANDS, 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 Stuart, County of Martin, State of Florida has named HENRY T.
CLEMENTS, JR., 1145 S.E. Glenwood Dr., Building 12, Apt. 5, Stuart, Florida 34994,
being in the County of Martin, State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for 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.

by: 
HENRY T. CLEMENTS, JR.
Resident Agent

Date: 5/13/98

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