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24 East 5th Street
Suite 2C
Hialeah, Florida 33010

Carlos M. Rippes, Esq.
Attorney-at-Law

Telephone:
(305) 887-0343
Fax: 885-9196

May 30, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
5-30-98

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-06/01/98--01074--002
****122.50 ****122.50

Re: FRUTTI JUICE AND SANDWICH #1 CORP.

Dear Sir:

Enclosed herewith please find the original and two (2) duplicate copies of the Articles of Incorporation of this proposed corporation.

The duplicate copies have been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copies, certify, and return the same to the undersigned.

A check is also enclosed for \$122.50 to cover the following:

Filing Fee:	\$35.00
Resident Agent Fee:	35.00
Certified Copy of Corporate Charter:	<u>52.50</u>

Total: \$122.50

Very truly yours,

CARLOS M. RIPPES

CMR/jg
Enclosure

FILED
98 JUN -1 PM12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

001-3-90

EFFECTIVE DATE
5-30-98

ARTICLES OF INCORPORATION
OF

FRUTTI JUICE AND SANDWICH #1 CORP.


FILED
98 JUN -1 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter states, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: FRUTTI JUICE AND SANDWICH #1 CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 30th day of May, 1998. 

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a. To purchase, sell, lease, operate, own hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and

intangible and including choses in action, either as owner, broker, agent or factor.

b. In the purchase of acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

c. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 50 shares at no par value. Twenty-five (25) shares shall belong to Elizabeth Capps.

The remaining 25 shares shall belong to Eduardo Rodriguez. Carlos M. Rippes, attorney for the corporation shall be the depository of all the corporation shares for the book and seal.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 4410 West 16th Avenue #10, Hialeah, Florida 33012 and the name of the initial registered agent of this corporation at that address is ELIZABETH CAPPS. Same as Business address.

ARTICLE VIII

INITIAL BOARD OF DIRECTOR

This corporation shall have initially Two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation until the first a President annual meeting of shareholders or until successors are elected and shall

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qualify are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ELIZABETH CAPPS	6265 W 18 Ave Hialeah, Fl 33012	President/Secretary
EDUARDO RODRIGUEZ	5835 W 20 Ave Apt 113 Hialeah, Fl 33012	Vice President/Treasurer

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

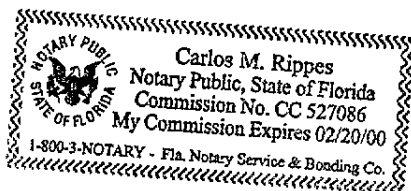
ELIZABETH CAPPS

EDUARDO RODRIGUEZ

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of May, 1998.



Elizabeth Capps
ELIZABETH CAPPS, President

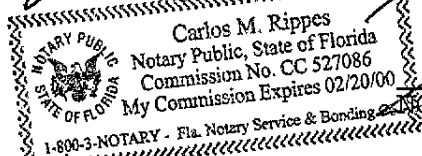
Eduardo Rodriguez
EDUARDO RODRIGUEZ,
Vice President

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 20th day of May, 1998 by ELIZABETH

CAPPS and EDUARDO RODRIGUEZ who are personally known to me or who have produced Elisabeth Capps as identification.



My commission expires:

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

The Persuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said Act:

That: FRUTTI JUICE AND SANDWICH #1, CORP. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named:

ELIZABETH CAPPS

As its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above State Corporation, at the place designated in the Articles of Incorporation. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

ER

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Elizabeth Capps
ELIZABETH CAPPS
REGISTERED AGENT

FILED
98 JUN -1 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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