

LAW OFFICES

**STEINBERG, SLEWETT  
& YAFFE, P.A.**

767 ARTHUR GODFREY ROAD  
MIAMI BEACH, FLORIDA 33140-9998  
MIAMI-DADE (305) 538-2344  
BROWARD (954) 462-2344  
FAX (305) 538-0419  
E-MAIL INBOX@SENATORLAW.COM

PAUL B. STEINBERG\*  
ROBERT D. SLEWETT  
ROBERT H. YAFFE

\*ALSO ADMITTED IN WASH., D.C.

P980000544/6

June 10, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attn: New Filings

RE: 37 Celsius, Inc.

200002561322--0  
-06/16/98--01115--004  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Ambra Investment, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

STEINBERG, SLEWETT & YAFFE, P.A.

Robert M. Yaffe

RHY/em  
enc.

FILED  
98 JUN 16 AM 8:52  
SECRET OF STATE  
TALLAHASSEE, FLORIDA

PLEASE REPLY TO OUR  
MIAMI BEACH OFFICE

NEW YORK  
ASSOCIATED OFFICE  
276 FIFTH AVENUE  
SUITE 604  
NEW YORK, N.Y. 10001  
(212) 532-0008

Handwritten initials and date: 6-18-98

**ARTICLES OF INCORPORATION**

**OF**

**37 Celsius, Inc.**

**FILED**  
98 JUN 16 AM 8:52  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of the corporation shall be: **37 Celsius, Inc.**

**ARTICLE II.**

**Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.**

**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having 5.00 par value. The corporation will begin business with 500.00 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.**

**Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 3621 Collins Avenue #702 Miami Beach, FL 33140, or such other location as the Board of Directors may designate.

**ARTICLE V.  
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.  
Initial Board of Directors**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.  
Subscriber**

The name and street address of the subscriber of this corporation is:

Nathalie Caroline Duffau  
3621 Collins Avenue # 702  
Miami Beach, FL 33140

**ARTICLE VIII.  
Officers**

The name and street address of the officers of this corporation is:

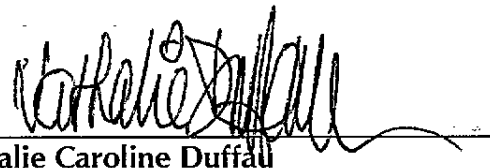
NAME/ADDRESS	POSITION
Nathalie Caroline Duffau 3621 Collins Avenue #702 Miami Beach, FL 33140	President/Secretary

**ARTICLE VIII.  
Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur

Godfrey Road, Miami Beach, FL 33140, and the name of the initial registered agent of this corporation at that address is Robert H. Yaffe.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 12 day of June, 1998.

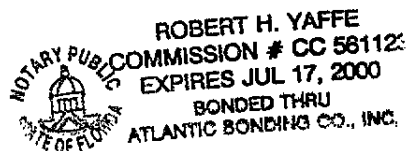
  
Nathalie Caroline Duffau  
Subscriber

STATE OF FLORIDA                    )  
                                                  )ss:  
COUNTY OF MIAMI-DADE        )

BEFORE ME, the undersigned authority, personally appeared **Nathalie Caroline Duffau**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 12 day of June, 1998.

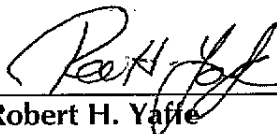
  
NOTARY PUBLIC  
State of Florida at Large



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the foregoing appointment as registered agent for 37 Celsius, Inc. and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 12 day of JUNE, 1998.

  
\_\_\_\_\_  
Robert H. Yaffe  
Registered Agent

**FILED**  
98 JUN 16 AM 8:52  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA