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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.

June 10, 1998

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

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-06/16/98--01115--004
****122.50 ****122.50

RE: 37 Celsius, Inc.

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
Robert M. Yaffe

RHY/em
enc.

FILED
98 JUN 16 AM 8:52
SECRETARY 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: RB 6-18-98

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

ARTICLES OF INCORPORATION
OF
37 Celsius, Inc.

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:

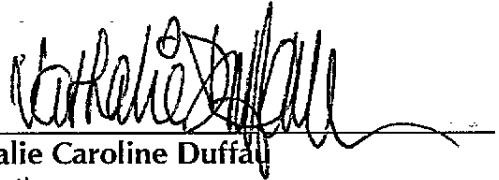
| NAME/ADDRESS | POSITION |
|---|---------------------|
| Nathalie Caroline Duffau 3621 Collins Avenue #702 Miami Beach, FL 33140 | President/Secretary |

**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

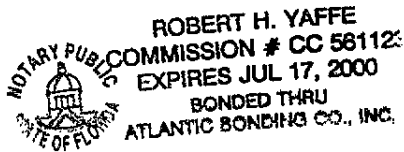
STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

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.



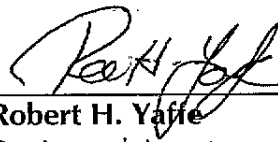
NOTARY PUBLIC
State of Florida at Large



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

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STATE OF FLORIDA