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JUICE HEAVEN, INC.

3200 N. Military Trail, Suite 110
Boca Raton, FL 33431

(561) 997-5820

November 23, 1998

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/24/98--01069--008
122.50 **78.75

Re: Juice Heaven, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced, together with a check made payable to your order in the amount of \$122.50. Kindly arrange to file the original Articles returning a certified copy to the undersigned.

Payment is to be applied as follows:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	<u>\$122.50</u>

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Should you require any additional information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

Debbie Schiavone
Office Manager

ajc
12/2

ARTICLES OF INCORPORATION

OF

JUICE HEAVEN, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: JUICE HEAVEN, INC..

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 3200 North Military Trail, Suite 110, Boca Raton, Florida 33431.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Five Hundred Million (500,000,000) shares of common stock, \$.0001 par value per share, and One Million (1,000,000) shares of preferred stock, \$.0001 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

**REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michelle Starman
3200 North Military Trail, Suite 110
Boca Raton, Florida 33431

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two Directors initially.

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

**Michelle Starman
3200 North Military Trail, Suite 110
Boca Raton, Florida 33431**

**Louise Nilsson
3200 North Military Trail, Suite 110
Boca Raton, Florida 33431**

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michelle Starman, and her address is 3200 North Military Trail, Suite 110, Boca Raton, Florida 33431.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any

proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on November 23, 1998.

Michelle Starman
MICHELLE STARMAN, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on November 23, 1998, by Michelle Starman, as Incorporator. Ms. Starman is personally known to me and did take an oath.

Deborah Schiavone

Notary Public
My Commission Expires:

(SEAL)



DEBORAH SCHIAVONE
My Commission CC516739
Expires Feb. 05, 2000

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Juice Heaven, Inc., a Corporation existing under the laws of the State of Florida with its principal office at 3200 North Military Trail, Suite 110, Boca Raton, Florida 33431, has named Michelle Starman, whose address is 3200 North Military Trail, Suite 110, Boca Raton, Florida 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


MICHELLE STARMAN

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TALLAHASSEE, FLORIDA