

LAW OFFICES
ROBERT L. KING, ATTORNEY-AT-LAW
2101 NORTH ANDREWS AVENUE, SUITE 200
FORT LAUDERDALE, FLORIDA 33311-3934
(954) 561-5808

P98000100729

November 25, 1998

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-11/30/98--01041--004
*****78.50 *****78.50

Re: Incorporation of Boca Fresh, Inc.

Dear Madam:

Enclosed are the original and one duplicate copy of the Articles of Incorporation of this proposed corporation. The duplicate copy has been executed and acknowledged by the Incorporator in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it, and return same to my office in the enclosed envelope.

A check in the amount of \$78.50 is enclosed to cover the \$35.00 filing fee, the \$8.50 fee for the certified copy of the Articles of Incorporation, and the \$35.00 for filing the designation of registered agent.

Very truly yours,

Robert L. King ml
ROBERT L. KING

RLK/ml
Enclosures

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FILED
98 NOV 30 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/3/98
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ARTICLES OF INCORPORATION
OF
BOCA FRESH, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation is **Boca Fresh, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of this corporation is 2101 N. Andrews Avenue, Suite 200, Wilton Manors, Florida 33311, and the name of the initial registered agent of this corporation at that address is Robert L. King.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 8044 Twin Lake Drive, Boca Raton, FL 33496.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is: Eric Buckwald, 8044 Twin Lake Drive, Boca Raton, FL 33496.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is

Robert L. King
2101 N. Andrews Avenue, Suite 200
Wilton Manors, Florida 33311.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 incorporator has executed these Articles of Incorporation on this 25th day of November, 1998.



ROBERT L. KING, Incorporator

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 25th
day of November, 1998, by Robert L. King, (X) who is personally
known to me or () who has produced _____
_____ as identification.

NOTARY PUBLIC:

Sign

V. Libansky

Print V. Libansky

Notary Public, State of Florida
at Large

My commission expires:



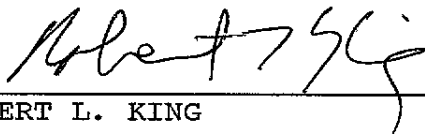
V. Libansky
Commission # CC 783941
Expires OCT. 19, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BOCA FRESH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Boca Raton, state of Florida, has named ROBERT L. KING, located at 2101 N. Andrews Avenue, Suite 200, Wilton Manors, Florida 33311, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ROBERT L. KING

Dated: November 25, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA