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Please send certified copy to:

Helen's CASIS

5259 SW 40 Ave

Ft. Lauderdale, Fl

33314

FILED
99 JAN -4 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
68-9-5
1-6-99

ARTICLES OF INCORPORATION
OF
HELEN'S OASIS, INC.

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SECRETARY OF STATE
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

The name of this corporation shall be HELEN'S OASIS, INC. ---

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in each and every phase of the mobile food vending business and related business, preparation of food for vending, vending of canned sodas and pre-packaged foods.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copy-rights, trademarks, mortgages and licenses in the State of Florida and in all other states and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same of other character of business.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class and kind, except that it is not to conduct the following types of businesses: telephone or cemetery, a building and loan association, fraternal benefit society, state or fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred shares (100) of common stock with a par value of Five (\$5.00) Dollars per share. The actual consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida shall be 5259 SW 40 Avenue, Fort Lauderdale, Florida 33314. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered agent shall be HELEN G. SHIELDS and the registered agent's office address shall be 5259 S.W. 40 Avenue, Ft. Lauderdale, Florida 33313.

ARTICLE VII

This corporation shall have not less than one director; the number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office addresses of the members of the first Board of Directors are:

HELEN G. SHIELDS, 5259 S.W. 40 Avenue, Fort Lauderdale, Florida 33314.

ARTICLE IX

The name and post office address of the subscriber to these Article of Incorporation, the number of shares of stock agrees he to take and the consideration therefor is:

NAME	NUMBER OF SHARES	CONSIDERATION
Helen G. Shields 5259 S.W. 40 Avenue Fort Lauderdale, FL 33314	100 Shares	\$5.00

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein.

ARTICLE XI

Special provisions for the regulation of the corporation are:

Section 1: The annual meeting of the stockholders and the directors of this corporation shall be fixed by the By-Laws.

Section 2: The officers of this corporation shall be a president, a vice-president, a secretary and a treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold two of such offices, provided, however, that the president shall not hold the office of secretary or assistant secretary.

Section 3: The directors of the corporation are specifically authorized to accept in payment for the capital stock of the corporation either assignment or transfer of any real property or personal property. Said discretion of the Board of Directors shall be final and upon the issuance of said stock in exchange for a conveyance of real or personal property, said stock shall thereafter be considered as fully paid and non-assessable and may not be questioned by any future stockholder or member of the Board of Directors.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed charter of said corporation. The undersigned further consents to act as the registered agent of the corporation.

WITNESS my hand and seal this 19th day of October, 1998.

FL DL # S432-38741-518-0
Helen G. Shields
HELEN G. SHIELDS

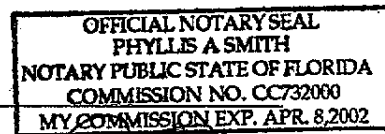
Helen G. Shields
HELEN G. SHIELDS, as
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared HELEN G. SHIELDS, to me known to be the person described in the foregoing Articles of Incorporation and acknowledge before me that he subscribed to those Articles of Incorporation this 31 day of December, 1998.

Notary Public
State of Florida



[Handwritten Signature]