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Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

December 7, 1999

Re: Smoothie Beach, Inc.
Our File No.: 99-220

400003068284--9
-12/13/99-0126--019
*****78.75 *****78.75

Dear Sir/Madam:

In connection with above-captioned matter, please find enclosed an original and one copy of Articles of Incorporation. Also enclosed is our firm's check in the amount of \$78.75 representing your filing fees.

If you have any questions or concerns, please contact the undersigned.

Very truly yours,

KRIEGER & FARLEY

By:


Thomas K. Farley

TKF/bp

Enclosures

99 DEC 13 AM 10: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

6 T BROWN DEC 15 1999

ARTICLES OF INCORPORATION
OF
SMOOTHIE BEACH, INC.

FILED
99 DEC 13 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for the purpose hereinafter stated
under and pursuant to the laws of the State of Florida, do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be SMOOTHIE BEACH, INC..

ARTICLE II

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as
follows:

This corporation may engage in any activity or business permitted under the laws
of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted
by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of share of stock which this corporation is authorized to
have outstanding at any time shall be 1000 shares of common stock having a par value of
\$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 4013 N.W. Cinnamon Circle, Jensen Beach, Florida, 34957, with the privilege of having its offices and branch offices at such other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be JAMES K. THOMPSON, a resident of Florida, and the Registered Office of the corporation shall be 4013 N.W. Cinnamon Circle, Jensen Beach, Florida, 34957.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by a Board of not less than one and not more than seven directors.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the

corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
JAMES K. THOMPSON	4013 N.W. Cinnamon Circle Jensen Beach, Florida 34957

ARTICLE IX

INITIAL OFFICERS

The names, offices, and street addresses of the first Officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JAMES K. THOMPSON	President and Secretary	4013 N.W. Cinnamon Circle Jensen Beach, Florida 34957

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
JAMES K. THOMPSON, 4013 N.W. Cinnamon Circle, Jensen Beach, Florida, 34957.

ARTICLE XI

BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this corporation shall commence at 8:00 a.m. on the day of filing of these Articles of Incorporation.



JAMES K. THOMPSON

STATE OF FLORIDA }
 } SS:
COUNTY OF ST. LUCIE }

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared JAMES K. THOMPSON, personally known to me and to me well known to be the incorporator of SMOOTHIE BEACH, INC., who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Port St. Lucie, County of St. Lucie, State of Florida, on this 6th day of December, 1999.



Beverly J. Parsons
MY COMMISSION # CC525901 EXPIRES
January 21, 2000
BONDED THRU TROY FAIN INSURANCE, INC.



Beverly J. Parsons
Beverly J. Parsons, Notary Public
State of Florida, At Large
Commission Number: CC-525901

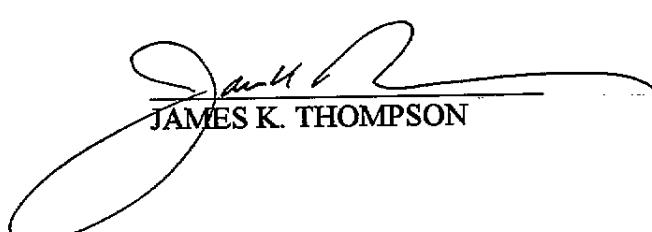
My Commission Expires: 1/21/2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in
compliance with said Act:

1. SMOOTHIE BEACH, INC., arising to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation at
the City of Port St. Lucie, State of Florida, has named JAMES K. THOMPSON, located
at 4013 N.W. Cinnamon Circle, Jensen Beach, Florida, 34957, as its agent to accept
service of process within this State.

2. Having been named to accept service of process for the above-stated
corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act relative to keeping open said
office.


JAMES K. THOMPSON