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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 379-7907
Fax Number : (305) 402-3141

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

RUSSELL'S GOURMET GROCERY CORP.

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Articles Of Incorporation

Of

RUSSELL'S GOURMET GROCERY CORP.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is RUSSELL'S GOURMET GROCERY CORP.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

RUSSELL BEVERSTEIN
524 EVERGREEN DRIVE
LAKE PARK, FL. 33403

SEVENTH: The name and address of the incorporator is:

Mark Hankins
8875 Hidden River Parkway, Suite 300
Tampa, FL 33637-2087

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

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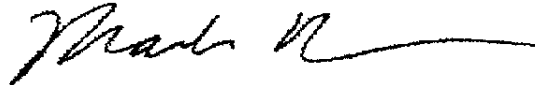
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Florida Incorporators, Inc.
8875 Hidden River Parkway, Suite 300
Tampa, FL 33637-2087

NINTH: The mailing address and principal office of
the corporation is:

RUSSELL'S GOURMET GROCERY CORP.
403 NORTHWOOD ROAD
West Palm Beach, FL 33407

DATED: July 28, 2003

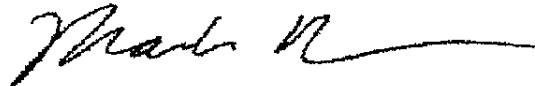


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and
responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.



By: _____
MARK HANKINS, President