

TRANSMITTAL LETTER

P97000099688

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

600002352506--0
-11/20/97--01009--018
****122.50 ****122.50

SUBJECT: Diana Food Group, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Amy GALLOWAY Esq.
Name (Printed or typed)

Duke, Mullin & GALLOWAY
1700 EAST LAS OLAS BLVD., PH-1
Address

FORT LAUDERDALE, FL. 33301
City, State & Zip

954-761-7200

Daytime Telephone number

BB
11-24-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 20 AM 10:07

FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
DIANA FOOD GROUP, INC.

FILED
97 NOV 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Diana Food Group, Inc.

Article II

Duration

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

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be: 3325 East Atlantic Boulevard, Pompano Beach, Florida.

The mailing address of this corporation shall be: 3075 N.E. 183rd Lane, Aventura, Florida 33160.

Article V

Capital Stock

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3075 N.E. 183rd Lane, Aventura, Florida 33160, and the name of the initial registered agent of this corporation at the address is Beth Geduld. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director(s) of this corporation is listed below:

Beth Geduld
3075 N.E. 183rd Lane
Aventura, Florida 33160

Article VIII

Incorporator(s)

The name and address of the person signing these Articles is:

Beth Geduld
3075 N.E. 183rd Lane
Aventura, Florida 33160

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such

proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw

adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be official date of filing and acceptance of these Articles of Incorporation.



Beth Geduld
Sole Incorporator and Director

DATED: 11-13, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for DIANA FOOD GROUP, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By:


Beth Geduld

F:\CLIENTS\1059.2\ARTICLE.INC

FILED
97 NOV 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA