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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

EFFECTIVE DATE ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HEAVENLY DELIGTS, INC.

AUDIT NUMBER..... H98000004166

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES....5

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AND ASSET FINDING

B. McKniga MAR 0 3 1998

EFFECTIVE DATE

ARTICLES OF INCORPORATION

OF

HEAVENLY DELIGHTS, INC., a Florida Corporation

ARTICLE L

The name of this Corporation is: HEAVENLY DELIGHTS, INC., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI. VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared by:
Mark B. Goldstein, Esquire
2255 Glades Road, Suite 236W
Boca Raton, Florida 33431
(561) 995-9350
Florida hat No. 705276

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<u>ARTICLE VII</u> PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, and the principal place of business of the Corporation is: 5584 WEST SAMPLE RD., MARGATE, FL 38073.

ARTICLE IX.

This Corporation shall have two (2) Directors 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 (1). The names and address of the initial Directors of this Corporation are:

SHAHRAM STEVE KETABCHI 5584 WEST SAMPLE ROAD MARGATE, FL 33073

MARK B. GOLDSTEIN 2255 GLADES ROAD, SUITE 236W BOCA RATON, FL 33431

ARTICLE X.

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

MARK B. GOLDSTEIN 2255 GLADES ROAD, SUITE 236W BOCA RATON, FL 33431

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ARTICLE XI AMENDMENT:

This Corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of March, 1998.

HEAVENLY/DE

▲ Florida

Corporation

Mark B. Goldstein, Incorporator

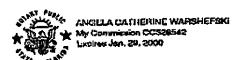
STATE OF FLORIDA

:SS

COUNTY OF PALM BEACH

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WIINESS my hand and official seal, this 2 day of March, 1998, in the County and State aforesaid.



PRINT NAME:

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission No:

H9800000165

Sanna Phile 10 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILA FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT HEAVENLY DELIGHTS, INC, A FLORIDA CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT: 5584 WEST SAMPLE ROAD, MARGATE, FL 33073, HAS NAMED: MARK B. GOLDSTEIN, 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

> HEAVENLY BELIGHT Florida Corroration

MARK B. GOLDSTEIN, DIRECTOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND PERFORMANCE OF MY DUTIES.

STATE OF FLORIDA

:SS

COUNTY OF PALM BEACH

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was not taken,

WITNESS my hand and official seal, this _ day of March 1998, in the County and

State aforesaid.

ANGELA CATHERINE WARSHEFSKI My Commission CC628542 80000041664 NOTARY PUBLIC. My commission expires: