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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY EFFECTIVE DATE ACCT#: 072450003255
CONTACT: RAY STORMONT 3-2-98 FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: HEAVENLY DELIGTS, INC.
AUDIT NUMBER.....H98000004166
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

HEAVENLY DELIGHTS, INC., a Florida Corporation

ARTICLE I

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 bar No. 705276

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ARTICLE VII
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:

SHAHAM 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 DELIGHTS, INC., a Florida Corporation

BY: [Signature]
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.

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



ANGELA CATHERINE WARSHEFSKI
My Commission CCS28542
Expires Jan. 29, 2000

Angela Warshefski
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
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 IS
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 DELIGHTS, INC., a
Florida Corporation

BY: [Signature]
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 COMPLETE
PERFORMANCE OF MY DUTIES.

BY: [Signature]
MARK B. GOLDSTEIN
Dated: 3/2/98

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 2 day of March 1998, in the County and
State aforesaid.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

NOTARY PUBLIC
ANGELA CATHERINE WARSHEPSKI
My Commission CCG28542
Expires Jan. 29, 2000

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