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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: AMANI BABY FOODS INC.

AUDIT NUMBER.....H98000008772

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1998

ACE INDUSTRIES

SUBJECT: AMANI BABY FOODS INC.
REF: W98000010518

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
AMANI BABY FOODS INC.**

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AMANI BABY FOODS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1026 S. 56TH AVENUE
HOLLYWOOD, FLORIDA 33023**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES - PAR VALUE \$ 1.00 PER SHARE

Prepared by:
acei Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial registered agent is:

Amani Jadallah
1026 South 56Th Avenue
Hollywood, Florida 33023

ARTICLE V INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Amani Jadallah
1026 South 56th Avenue
Hollywood, Florida 33023

The undersigned have executed these Articles of Incorporation this
7th day of May 1998.


Amani Jadallah
President/Treasurer

ARTICLE VI OFFICERS AND DIRECTORS

The officer of the corporation as follows:

Amani Jadallah
1026 South 56th Avenue
Hollywood, Fl. 33023


Amani Jadallah
President/Treasurer

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

AMANI BABY FOODS, INC.

2. The name and address of the registered agent and office is:

Amani Jadallah
1026 South 56th Avenue
Hollywood, Florida 33023

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Signature Amani Jadallah
Amani Jadallah

Title President/Treasurer

Date May 7, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROMISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Amani Jadallah
Amani Jadallah

Date May 7, 1998

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