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PARALEGAL
LaVonne T. V. Harmon

February 2, 1999

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****122.50 *****78.75

UPS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32301

RE: MAMA'S QUALITY KOSHER & ETHNIC FOODS, INC.

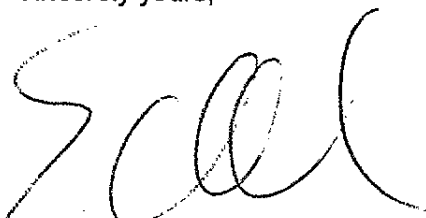
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent Designation	35.00
TOTAL:	<u>\$122.50</u>

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,



Edward A. Kerben

EAK/lh

Enclosures

FILED
CLERK OF STATE
DIVISION OF CORPORATION
99 FEB -3 AM 10:22

R. Purinton FEB 5 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -3 AM 10:22

**ARTICLES OF INCORPORATION
OF**

MAMA'S QUALITY KOSHER & ETHNIC FOODS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be **MAMA'S QUALITY KOSHER & ETHNIC FOODS, INC.**

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be retail food sale and any other lawful business.
2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE AND MAILING ADDRESS

1. The principal place of business shall be **2200 WINTER SPRINGS BOULEVARD, SUITE 106-222, OVIEDO, FLORIDA 32765.**
2. The *mailing address* of this corporation shall be **2200 WINTER SPRINGS BOULEVARD, SUITE 106-222, OVIEDO, FLORIDA 32765.**

ARTICLE IV -- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **MARC CREMER, 2200 WINTER SPRINGS BOULEVARD, SUITE 106-222, OVIEDO, FLORIDA 32765.**

ARTICLE VI -- DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The names and addresses of the director is:

**MARC CREMER
2200 WINTER SPRINGS BLVD.
SUITE 106-222
OVIEDO, FL 32765**

**IVIE CREMER
2200 WINTER SPRINGS BLVD.
SUITE 106-222
OVIEDO, FL 32765**

**MATTHEW SHARF
2200 WINTER SPRINGS BLVD.
SUITE 106-222
OVIEDO, FL 32765**

**ARLENE SHARF
2200 WINTER SPRINGS BLVD.
SUITE 106-222
OVIEDO, FL 32765**

ARTICLE VII -- INCORPORATORS

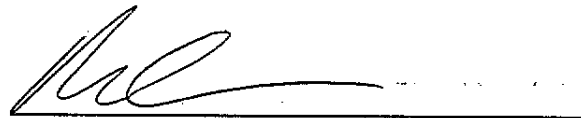
The name and address of the incorporator is:

**MARC CREMER
2200 WINTER SPRINGS BLVD.
SUITE 106-222
OVIEDO, FL 32765**

ARTICLE VIII -- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporative convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these Articles of Incorporation this 1st day of FEBRUARY, 1999.


MARC CREMER

**CERTIFICATE OF DESIGNATION OF
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 **MAMA'S QUALITY KOSHER & ETHNIC FOODS, INC.**
2. The name and address of the registered agent and office is:

**MARC CREMER
2200 WINTER SPRINGS BOULEVARD
SUITE 106-222
OVIEDO, FL 32765**

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 PROVISIONS 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.

DATE: FEBRUARY 1, 1999

By: 

MARC CREMER
Registered Agent

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CLERK OF STATE
TALLAHASSEE
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