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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 523221 7426265
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 70.00

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TALLAHASSEE, FLORIDA

ORDER DATE : March 25, 2004

ORDER TIME : 11:04 AM

ORDER NO. : 523221-005

CUSTOMER NO: 7426265

CUSTOMER: Kim Ervin
Heartland Food Corporation
Suite 1502
2215 Enterprise Drive
Westchester, IL 60154

FOREIGN FILINGS

NAME: HEARTLAND FOOD CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Heartland Food Corp

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-0375989

(FBI number, if applicable)

4. 11/4/2003

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 2004

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2215 Enterprise Dr, Suite 1502, Westchester, IL 60154

(Principal office address)

(Current mailing address)

8. To engage in any lawful act or activities for which a corporation may be
organized under the General Corporation Law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Navy Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Georgia Byron

(Registered agent's signature)

Georgia Byron, Assistant Vice-President, 3-25-2004

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See attached officers/directors rider Alvaro M. Cabrera

Address: 4702-A SW 74th AVENUE

MIAMI, FL 33155

Board Member
Vice Chairman: JOE DABROSSA, JR.

Address: 12375 SW 63rd AVENUE

MIAMI, FL 33156

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider C. Jeffrey Rogers

Address: 5529 ST. Andrews Ct.

PLANO, TX 75093

CPO
Vice President: STEVE WILBORG

Address: 25224 Round Barn Court

PLAINFIELD, IL 60544

CFO
Secretary: DAVID NEITHARDT

Address: 1050 WEST AVENUE # 706, MIAMI BEACH, FL 33139

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. David Neithardt, CFO
(Typed or printed name and capacity of person signing application)

Delaware

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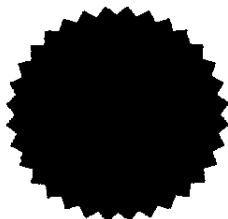
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEARTLAND FOOD CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEARTLAND FOOD CORP." WAS INCORPORATED ON THE FOURTH DAY OF NOVEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3723656 8300

AUTHENTICATION: 3013550

040222270

DATE: 03-25-04