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October 16, 2001

VIA FEDERAL EXPRESS

(850)487-6052

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Raheel Foods, L.L.C.
Our File No. 7048.1

Dear Sir/Madam:

L01-18038


Please find enclosed with this letter for filing in your office the original Articles of Organization of Raheel Foods, L.L.C. and the original Certificate of Designation of Registered Agent and Registered Office. Also enclosed is a photocopy of each of the enclosed documents for you to stamp with your acknowledgment and return to me in the envelope enclosed for your convenience. Lastly, we enclose this firm's check payable to you in the amount of \$130.00 which includes the filing fee for the Articles of Organization, Certificate of Designation of Registered Agent and Registered Office and a Certificate of Status for the captioned company.

Thank you for your assistance. Please let us know if you need anything further.

Kindest regards,

MOSS, HENDERSON, BLANTON,
LANIER, KRETSCHMER & MURPHY, P.A.

By:


David L. Hancock, Esquire

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Enclosures

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**ARTICLES OF ORGANIZATION
OF
RAHEEL FOODS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Raheel Foods, L.L.C. (hereinafter referred to as the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be as follows:

Mailing Address: 22900 Ventura Boulevard
Suite 240
Woodland Hills, CA 91364

Business Address: 175 E. Merritt Island Causeway
Merritt Island, FL 32952

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida shall be Charles E. Garris, Esq., Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A., 817 Beachland Boulevard, Vero Beach, Florida 32963.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall each initially contribute equally to the capital of the Company an amount determined by the unanimous agreement of the members.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members. In the event the Company has three or more members, each member shall make additional capital contributions to the Company only on the consent of a majority of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the bylaws or regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his

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or her interest, approve of the proposed transfer by unanimous written consent.

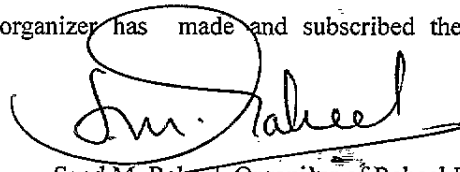
ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the Company unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the members in accordance with the bylaws or regulations adopted by the members for the management of the business and affairs of the Company. The bylaws or regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial member-manager of the Company is Syed M. Raheel, 22819 Crespi Street, Woodland Hills, California 91364.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization on October 9, 2001.

A handwritten signature in black ink, appearing to read "Syed M. Raheel", is written over a horizontal line.

Syed M. Raheel, Organizer of Raheel Foods, L.L.C.

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963


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

Under the provisions of Florida Statutes, Chapter 608, Raheel Foods, L.L.C., a Florida limited liability company, submits the following statement to designate a registered agent and registered office in the State of Florida:

1. The name of the limited liability company is Raheel Foods, L.L.C. —
2. The name of the registered agent is Charles E. Garris, Esq.
3. The registered office is Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A., 817 Beachland Boulevard, Vero Beach, Florida 32963.

The undersigned, being the person named in the Articles of Organization of Raheel Foods, L.L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of Registered Agent.


Charles E. Garris, Esq., Registered Agent of
Raheel Foods, L.L.C.

Dated: October 16, 2001

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