

GARY L. BUTLER, ESQUIRE

Post Office Box 291012

Port Orange, FL ~~32119~~ 32124

(904) 761-8845

February 7, 2000

Division of Corporations

Post Office Box 6327

Tallahassee, FL 32314

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-02/08/00--01135--003

*****78.75 *****78.75


RE: FoodSafe Alliance International, Inc.

Dear Sir or Madam:

Enclosed is the original Articles of Incorporation for FoodSafe Alliance International, Inc., a for-profit Florida corporation. Also enclosed is a check for \$78.75 to cover the filing fee, the designation of the registered agent, and a certified copy of the filed articles. Please return the certified copy to the address listed above.

If you have any questions concerning this matter, please contact me. Thank you for your attention to this matter.

Sincerely yours,



Gary L. Butler

Enclosure

cc: Gary S. Kaplan
Jay E. Reubens

FILED
2000 FEB -8 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell FEB 15 2000

ARTICLES OF INCORPORATION
OF
FOODSAFE ALLIANCE INTERNATIONAL, INC.
A Florida Corporation

2000 FEB -8 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of the corporation is FoodSafe Alliance International, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is Five Million (5,000,000) shares of common voting stock having a par value of \$0.01 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 3231 NW 7th Avenue, Boca Raton, FL 33431. The name and address of the initial registered agent of the corporation is Gary L. Butler, 79 Woodview Drive, Port Orange, FL 32119.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is four (4) and the name and address of each person who is to serve as a member are as follows:

Gary S. Kaplan
1648 Taylor Road
Suite 252
Port Orange, FL 32124

Gary Butler
1648 Taylor Road
Suite 252
Port Orange, FL 32124

Jay E. Reubens
3231 NW 7th Avenue
Boca Raton, FL 33431

Keith Greenfield
The Dover Group
Mica Lane
Wellesley, MA

The number of directors may be changed from time to time in accordance with the bylaws of the corporation.

ARTICLE 7

INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Gary S. Kaplan
1648 Taylor Road
Suite 252
Port Orange, FL 32124

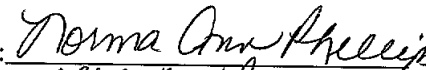
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these articles this 1 day of ^{FEBRUARY} ~~January~~, 2000.


GARY S. KAPLAN

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 1 day of ^{FEBRUARY} ~~January~~,
2000, by Gary S. Kaplan, who is personally known to me or has produced
FL DL as identification.

NOTARY PUBLIC:

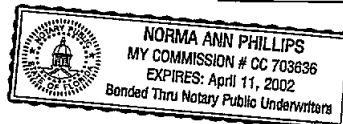
Sign: 
Print: NORMA ANN PHILLIPS

State of Florida At Large
(Seal)

My commission expires: _____

Title/Rank: _____

Commission Number: _____



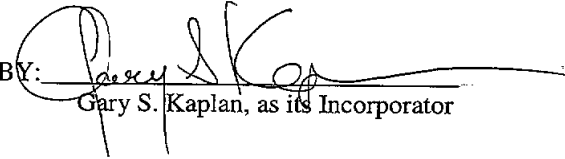
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CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, FoodSafe Alliance International,
Inc., hereby designates Gary L. Butler as its registered agent and 79 Woodview Drive,
Port Orange, FL 32119, as the street address of its registered office for service of process
within the State of Florida.

FoodSafe Alliance International, Inc.

BY: 
Gary S. Kaplan, as its Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as the registered agent of FoodSafe
Alliance, International, Inc. for service of process within the State of Florida.


GARY L. BUTLER