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STEVEN A. SPENCER & ASSOCIATES
ACCOUNTANTS

1900 East Robinson Street
Orlando, Florida 32803
FAX (407) 898-6460
(407) 894-0081

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

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-05/15/00--01162--003
****122.50 *****78.75

Gentlemen,

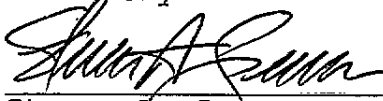
Enclosed are the Articles of Incorporation for:
E & R QUALITY FOODS, INC.

Also enclosed is a check for \$122.50 for the following fees:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$52.50</u>

Total Fee Due	\$122.50
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Sincerely


Steven A. Spencer

FILED
00 MAY 15 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FL 32399

5-22
WC

ARTICLES OF INCORPORATION
OF
E & R QUALITY FOODS, INC.

FILED
00 MAY 15 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is:

E & R QUALITY FOODS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is: 4071-D L.B. McLeod Rd.
Orlando, Florida 32811

The name of the initial registered agent of this corporation at that address is: Eric Kessous

ARTICLE V. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The corporation may, by amendment to the By-laws, increase the Board of Directors to more than one. This is initially a one person corporation; provided, however, that by amendment to the By-laws, the number of officers, directors and stockholders may be increased. The name and address of the director of this corporation is:

Eric Kessous
2611 Tilton Ct.
Orlando, Florida 32835

ARTICLE VI. INCORPORATORS

The name and address of the person signing these Articles is:

Eric Kessous

2611 Tilton Ct.

Orlando, FL 32835

ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.


Eric Kessous

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Eric Kessous, who is personally known to me as the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and who did not take an oath, and he or she acknowledged before me that he or she subscribed to those Articles of Incorporation and executed the same.

WITNESS my hand and official seal in the County and State named above, this 3RD day of MAY, 2000.


NOTARY PUBLIC

LINDA J. JOHNSTON

Printed Notary Signature

My Commission Number: _____

My Commission Expires: _____



Linda J Johnston

My Commission CC851328

Expires July 1 2003

In pursuance of Chapter 48.091. Florida Statutes, the following is submitted, in compliance with said Act:

First - That E & R QUALITY FOODS, INC., desiring to organize under the laws of the State of Florida with its initial registered and principal office at:

4071-D L.B. McLeod Rd.

Orlando, FL 32811

has named Eric Kessous, located at 4071-D L.B. McLeod Rd. Orlando, FL 32811, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Eric Kessous

Registered Agent

FILED
00 MAY 15 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA