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July 19, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600003336466--6
-07/26/00--01039--015
****122.50 *****78.75

Re: Mabuhay Asian Foods

Sirs/Mesdames:

On behalf of the above-named entity, I enclose, for filing, in duplicate, its articles of incorporation, together with a check for \$122.50 as filing fee, registered agent's fee, and certified copy fee.

Should you have any questions in connection with this filing, please let me know. Thank you.

Sincerely,


Roberto R. Ruelo

Enclosures

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 JUL 26 AM 7:39

FILED

T. Burch JUL 31 2000

ARTICLES OF INCORPORATION
OF
MABUHAY ASIAN FOODS, INC.

FILED
00 JUL 26 AM 7:40
SEC. STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be the MABUHAY ASIAN FOODS, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are: (1) to engage in the business of food items, etc.; or (2) to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as now or hereafter amended.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No issued shares of the corporation shall be sold, transferred, pledged, encumbered or in any other way disposed of to any person unless a prior opportunity to acquire such shares is offered to the other shareholders in accordance with any written agreement between the shareholders as to restrictions on transfer of shares.

ARTICLE VI - INDEMNIFICATION

The officers, directors, employees, and agents of the corporation shall be indemnified by the corporation in such cases as now or hereafter provided in Section 607.0850, Florida Statutes.

**ARTICLE VII - PRINCIPAL OFFICE;
INITIAL REGISTERED AGENT AND ADDRESS**

The principal office or mailing address of the corporation is 1405 Kass Circle, Spring Hill, FL 34606, or such office or address as the Board of Directors may, from time to time, determine. The street address of its initial registered agent is 1405 Kass Circle, Spring Hill, FL 34606, and the name of its initial registered agent at such address is William Canary.

ARTICLE VIII - INITIAL DIRECTORS; INCORPORATORS; SHAREHOLDERS

The corporation shall have two directors initially. The number of the directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors, incorporators, and shareholders are:

William Canary, 1405 Kass Circle, Spring Hill, FL 34606; and

Elsie Canary, 1405 Kass Circle, Spring Hill, FL 34606.

ARTICLE IX - BYLAWS

The power to adopt or amend the Bylaws shall be vested in the Board of Directors.

The undersigned have executed these Articles of Incorporation this 24th day of July, 2000, at Spring Hill, Florida.


WILLIAM CANARY



ELSIE CANARY

**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: The name of the corporation is the MABUHAY ASIAN FOODS, INC.; the name and address of the registered agent and office is William Canary, of 1405 Kass Circle, Spring Hill, FL 34606.

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.

Dated: July 24th, 2000.


WILLIAM CANARY
Registered Agent