

Law Offices of
JOHN E. KOPSON

JOHN KOPSON
ADMITTED TO FLORIDA BAR,
FEDERAL BAR, U.S. TAX COURT

CHERYL SLOAT
CERTIFIED LEGAL ASSISTANT

7300 W. CAMINO REAL #126

BOCA RATON, FL 33433

TELEPHONE: (561) 391-5259
FACSIMILE: (561) 393-7366

August 2, 2000

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

RE: New Filing/ - PROCHEF INTERNATIONAL TRADING, INC.

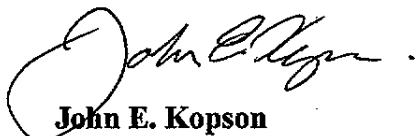
Dear Secretary of State:

Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that you file the articles and the name of the registered agent and issue the certificate, and send a copy and a certified copy of the articles back to this office.

Thank you for your prompt attention to this matter.

Sincerely,



John E. Kopson
Attorney at Law

FILED
00 AUG - 7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800003347638--5
-08/07/00--01106--018
***122.50 ***78.75

FILED
00 AUG -7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
PROCHEF INTERNATIONAL TRADING, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **PROCHEF INTERNATIONAL TRADING, INC.** The address of the principal office of this corporation will be **7300 W. CAMINO REAL, #126, BOCA RATON, FL 34747** and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **1,000** shares of common stock having **\$1.00** par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be **7300 W. Camino Real, #126, Boca Raton, FL 33433** and the name of the initial Registered Agent of the corporation at that address is **John E. Kopson**.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

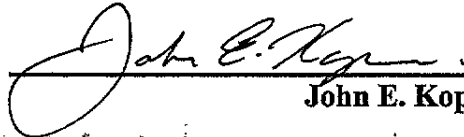
ARTICLE VI. OFFICERS AND DIRECTORS

The initial director(s) shall be Michael TOMS.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:
John E. Kopson, 7300 W. Camino Real, #126, Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal this
2nd day of August, 2000 to the foregoing Articles of Incorporation.


John E. Kopson

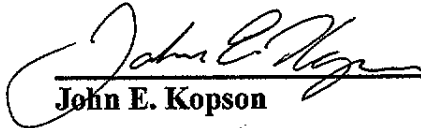

Notary Public Matthew Selby
Commission # CG 864018
Expires Aug. 17, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



FILED
00 AUG -7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

John Kopson, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


John E. Kopson