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FLORIDA PROFIT CORPORATION OR P.A.

TUTTI'S 2000, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04 (5)
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 24, 2000

EMPIRE

SUBJECT: TUTTI'S 2000, INC.
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Becky McKnight
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FAX Aud. #: H00000044527
Letter Number: 800A00045390

This Instrument Prepared By:
ANDREW D. TARR, ESQ.
Andrew D. Tarr, F.A.
The 1250 East Building - Suite #710
1250 East Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

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(4)

ARTICLES OF INCORPORATION
OF
TUTTI'S 2000, INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is TUTTI'S 2000, INC.

ARTICLE II
PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 17700 Collins Avenue, Sunny Isles Beach, Florida 33160.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1250 East Hallandale Beach Boulevard, Suite 710, Hallandale Beach, Florida 33009 and the name of the initial Registered Agent of the Corporation is Andrew D. Tarr.

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) director(s) to hold office until the first annual meeting of shareholders and successors to said directors shall have been duly elected and qualified, or until the earlier resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation :

<u>NAME</u>	<u>ADDRESS</u>
Barry Shelomovitz	17700 Collins Avenue Sunny Isles Beach, Florida 33160
Israel Yunger	17700 Collins Avenue Sunny Isles Beach, Florida 33160

ARTICLE VII
INCORPORATOR

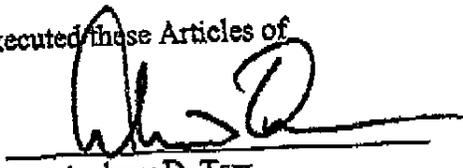
The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew D. Tarr	1250 East Hallandale Beach Boulevard, Suite 710 Hallandale Beach, Florida 33009

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of August, 2000.


Andrew D. Tarr

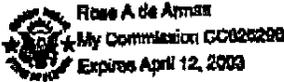
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STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared ANDREW D. TARR who is personally known to me and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 23 day of August, 2000.



Rose A. de Armas

Name: _____

NOTARY PUBLIC

(Seal)

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of TOTTI'S 2000, INC. as made in the foregoing Articles of Incorporation.

DATE: August 23, 2000

Andrew D. Tarr

Andrew D. Tarr

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