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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

NORTHERN FINE FOODS DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF

NORTHERN FINE FOODS DISTRIBUTORS, INC.

a Florida Corporation

ARTICLE I: NAME

The name of this corporation is:

NORTHERN FINE FOODS DISTRIBUTORS, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Roberto F. Fleitas, Esquire
782 N.W. Lejeune Road, Suite 530
Miami, Florida 33126
(305) 442-1439
Florida Bar No. 401560

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ARTICLE V: PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

13605 S. Dixie Highway, Suite 142
Miami, Florida 33176

The name of the initial registered agent of this corporation is:

AGUSTIN PEREZ

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

JOSE ANGEL GONZALEZ

980 N.W. 134 Avenue
Miami, FL 33182

JOSE R. MARTEL

7230 S.W. 11 Street
Miami, FL 33144

AGUSTIN PEREZ

9320 S.W. 57 Avenue
Miami, FL 33156

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ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any formal officer or director, to the full extent permitted by law.

ARTICLE IX: INCORPORATORS

The name and address of the person(s) signing these articles of incorporation

is (are):

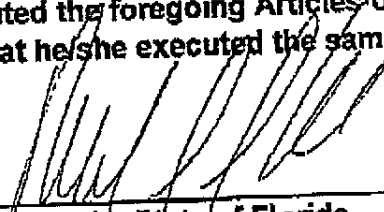
AGUSTIN PEREZ
9320 S.W. 57 Avenue
Miami, Florida 33156

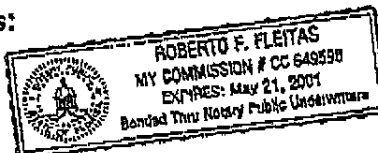
IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 5 day of September, 2000.


AGUSTIN PEREZ

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared AGUSTIN PEREZ, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she executed the same for the purposes therein expressed.


Notary Public, State of Florida
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

NORTHERN FINE FOODS DISTRIBUTORS, INC.

**IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted:**

**desiring to organize or qualify under the laws of the State of Florida, with
its principal place of business in the City of Miami, County of Miami-Dade,
State of Florida, has named:**

AGUSTIN PEREZ

**as its agent to accept service of process within the State of Florida, with
the registered address as:**

**13605 S. Dixie Highway, Suite 142
Miami, Florida 33176**

ACKNOWLEDGMENTS

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.**

DATED: THIS _____ DAY OF SEPTEMBER, 2000.


REGISTERED AGENT

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