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FLORIDA PROFIT CORPORATION OR P.A.

PERFECT PROTEIN COOKIES, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 27, 2000

CORPORATE & CRIMINAL

PLEASE GIVE ORIGINAL SUBMISSION
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SUBJECT: PERFECT PROTEIN COOKIES, INC.
REF: W00000023429

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**ARTICLES OF INCORPORATION
OF
PERFECT PROTEIN COOKIES, INC.**

The undersigned Incorporator hereby forms a corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607) and hereby adopts the following:

First. Corporate Name.

The name of this Corporation is:

PERFECT PROTEIN COOKIES, INC.

Second. Mailing Address of Corporation.

The mailing address of this Corporation is 12300 N. W. 32nd Avenue, Miami, Florida 33167.

Third. Nature of Business

The general nature of the business to be transacted by this corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida, (and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act which is hereby incorporated by reference herein these Articles of Incorporation).

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Fourth. Capital Stock.

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

Fifth. Term of Existence.

This Corporation shall have perpetual existence.

Sixth. Initial Registered Office and Registered Agent.

The Corporation's initial registered agent shall be Jerry J. Sokol, and the street address of the initial registered office of this Corporation in the State of Florida is c/o McDermott, Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Miami, Florida 33131.

Seventh. Board of Directors.

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

The name and address of the initial directors who shall hold office until the earlier of their resignations, removal or replacement are:

David Day

11151 Heron Bay Boulevard
Coral Springs, Florida 33076

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Frank Futernick

12300 N. W. 32nd Avenue
Miami, Florida 33167**Eighth. Incorporator.**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Jerry J. Sokol, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

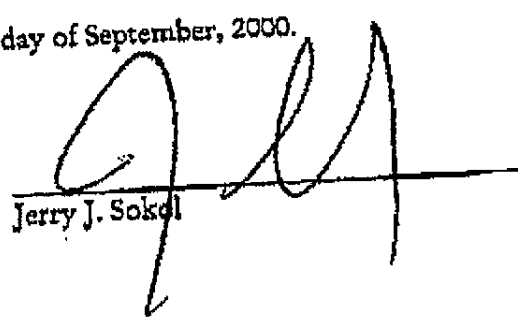
Ninth. Amendment.

These Articles of Incorporation may be amended in the manner prescribed by law.

Tenth. Indemnification.

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporator, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 26th day of September, 2000.


Jerry J. Sokol

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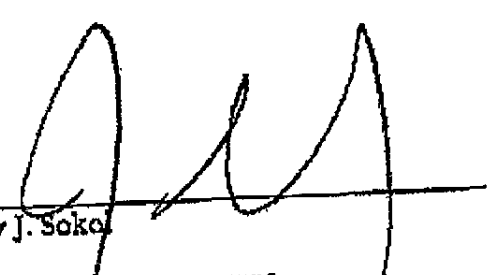
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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida

Statutes:

Having been appointed registered agent of PERFECT PROTEIN COOKIES, INC., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Jerry J. Sokol

Dated: September 26, 2000

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