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TO WHOM IT MAY CONCERN:

PLEASE FORWARD ME ALL INFORMATION CONCERNING
HEAVENLY SCENT BAKERY, INC.

PHOENIX PERFORMANCE GROUP, INC.

RISING SUN MORTGAGE, INC.

MARK J. HOLLANDER
9700 SOUTH DIXIE HWY, SUITE 900
MIAMI, FLORIDA 33133
TELEPHONE NUMBER 305-670-9090
FAX NUMBER 305-670-9844

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FILED
OCT 11 PM 1:44
SEAL STATE
TALLAHASSEE FLORIDA

10-11

**ARTICLES OF INCORPORATION
OF
HEAVENLY SCENT BAKERY, INC.**

FILED
00 OCT 11 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

HEAVENLY SCENT BAKERY, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

9700 SOUTH DIXIE HIGHWAY, SUITE 900
MIAMI, FLORIDA 33156

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	1,000	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

One Hundred Dollars (\$100.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders.

ARTICLE VIII

The initial registered agent and registered office of the corporation shall be:

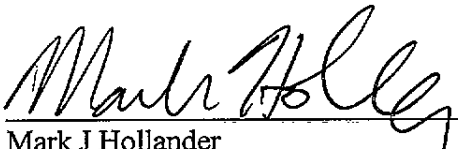
Mark J. Hollander
9700 South Dixie Highway, Suite 900
Miami, Fl 33156

ARTICLE IV

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Mark J Hollander, a natural person with an address of 9700 South Dixie Highway, Suite 900
Miami, Florida 33156, do hereby accept the appointment of Registered Agent of HEAVENLY
SCNET BAKERY, INC. on this 10th. day of October 2000.



Mark J Hollander
9700 South Dixie Highway, Suite 900
Miami, Fl 33156

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

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00 OCT 11 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA