

P000000 98415
GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 374-3250
TELECOPIER
(305) 374-7632

Via Federal Express

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*****78.75 *****78.75

October 17, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

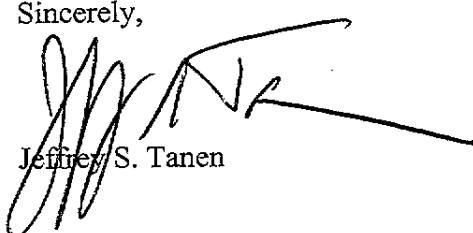
RE: TasteMatters, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned corporation along with our check in the sum of \$78.75 for filing.

Please return the filed articles to us in the enclosed pre-paid envelope as quickly as possible. If you have any questions, please don't hesitate to give us a call. Thank you.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosures
M:\Farmer\Corporation\L-Sec State Articles.wpd

F. CHESSEN OCT 18 2000

FILED
00 OCT 18 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TasteMatters, Inc.

ARTICLE I
Name of Corporation

The name of this corporation is TasteMatters, Inc.

ARTICLE II
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV
Principal Place of Business

The address of the principal place of business of this corporation is 8545 N.E. 4th Avenue Road, El Portal, FL 33138.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

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TALLAHASSEE, FLORIDA

ARTICLE VII

Directors

This corporation shall have not less than one director. The name and address of the initial director of this corporation is:

Lyn Farmer
8545 N.E. 4th Avenue Road
El Portal, FL 33138

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any Seventy-Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Lyn Farmer
8545 N.E. 4th Avenue Road
El Portal, FL 33138

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

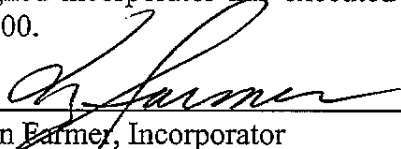
ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of October, 2000.

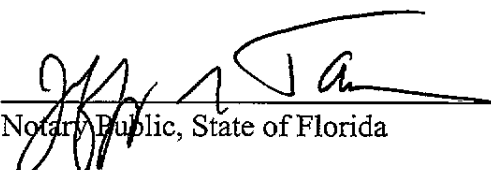


Lyn Farmer, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared Lyn Farmer to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 16th of October, 2000.



Notary Public, State of Florida

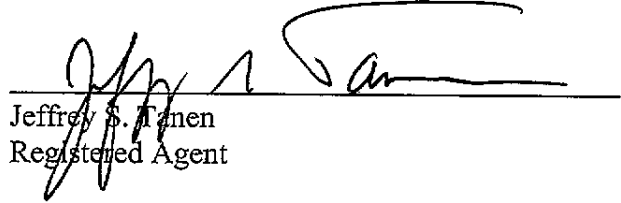
My Commission Expires:



Jeffrey S. Taren
MY COMMISSION # CG620454 EXPIRES
March 7, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Jeffrey S. Tanen
Registered Agent

FILED

00 OCT 18 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA