

POLARIS

Peter L. Troy
129 Seabearn Court
Orlando, Florida 32824

May 7, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation

100004191351--7
-05/09/01--01109--009
*****70.00 *****70.00

Dear Sir:

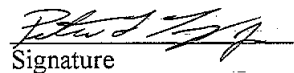
Enclosed please find an original and one copy of Articles of Incorporation along with total filing fees of \$70.00.

Please file and provide a filed copy to me, together with any other information you commonly provide to new incorporators at the address above.

Please contact me at the above address if you require anything further. My daytime telephone number is 407-491-0559.

With kindest regards, I am

Sincerely yours,


Signature

Peter L. Troy

2001 MAY -9 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

Check # 880 Enclosed for \$70.00

ga 5/15/01

**ARTICLES OF INCORPORATION
FLORIDA STOCK CORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned would state:

ARTICLE I NAME

The name of the corporation shall be:

Best Brands International, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

129 Seabearn Court
Orlando, Florida 32824

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To generally engage in the importing/exporting of products and materials and to engage in any other lawful purpose and business.

ARTICLE IV SHARES

The number (and classes, if any) of shares the corporation is authorized to issue is (are):

| Number of shares authorized | Class(es) | Par Value |
|-----------------------------|-----------|-----------|
| 1000 | Common | 0 |

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SEAL OF THE STATE
TALLAHASSEE FLORIDA

ARTICLE V INITIAL OFFICERS/DIRECTORS

The name(s) and address(es) of the initial officers and directors are:

Directors

Name

Address

Peter L. Troy

129 Seabearn Court
Orlando, Florida 32824

Mary P. Luczak

801 Monte Ave.
Fallston, Maryland 21047

Officers

President:

Mary P. Luczak
Name

801 Monte Avenue
Fallston, Maryland 21047

Secretary/Treasurer:

Mary P. Luczak
Name

801 Monte Avenue
Fallston, Maryland 21047

Vice-President:

Peter L. Troy
Name

129 Seabearn Court
Orlando, Florida 32824

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Peter L. Troy

129 Seabearn Court
Orlando, Florida 32824

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Peter L. Troy

129 Seabearn Court
Orlando, Florida 32824

ARTICLE VIII

Other provisions:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Peter L. Troy
Signature/Registered Agent

Date: 5/5/01

Signature/Registered Agent

Date: _____