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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please mail

acceptance to:

000004338180--5
-06/01/01-01071-014
*****78.75 *****78.75

APPROVED ASSOCIATES, INC.
100 E. LINTON BLVD STE 201A
DELRAY BEACH FL 33483

Thank you

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

Associates Worldwide, Inc.

WE, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I.

The name of the corporation shall be:

Associates Worldwide, Inc.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

To carry on the ~~business~~ of brokering of all types of food products etc., and to do all other matters relating to the above.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One thousand (1,000) (common) shares of one cent (.01) par value.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE V.

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 3015 S.Ocean Blvd.-Suite 3 D, Highland Beach, Fl. 33487. and the mailing address shall be the same.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation shall be:
Agatha Alaimo-3015 S.Ocean Blvd., Suite 3D, Highland Beach, Florida 33487.

ARTICLE IX.

The names and post office addresses of each subscriber
and the number of shares of stock which each agrees to take are:
Agatha Alaïmo-3015 S.Ocean Blvd.-Suite 3D.Highland Beach,Florida 33487 (100%)

ARTICLE X.

The directors of this corporation, in addition to the powers
conferred by the laws of the State of Florida, shall have the
power to make, alter, amend and repeal the By-laws, and to set
apart, out of any of the funds of the corporation available for
dividends, a reserve or reserves for any proper purpose, and to
alter or abolish such reserve.

The corporation reserves the right to amend, alter, change,
or repeal any provisions contained in this Certificate of
Incorporation, in any manner now or thereafter prescribed by law,
and all rights conferred on officers, directors and stockholders
herein are granted subject to this reserve.

ARTICLE XI.

REGISTERED AGENT

The street address of the initial registered office of this
corporation is: 3015 S.Ocean Blvd.,Suite 3D,Highland Beach,Florida 33487.

The initial registered agent is: Agatha Alaïmo
I hereby am familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Agatha Alaïmo
Agatha Alaïmo (SEAL)

Agatha Alaïmo 5/29/01
Incorporator-Agatha Alaïmo---Date

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TALLAHASSEE, FLORIDA

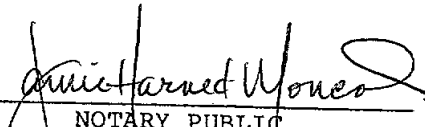
IN WITNESS WHEREOF, we have hereunto set our hands this

29th day of May, 2001.

STATE OF FLORIDA)
)SS.
COUNTY OF)

BEFORE ME, the undersigned authority, authorized
to administer oaths and take acknowledgements, personally
appeared Agatha Alaimo
to me well known to be the persons described in and who
executed the foregoing Certificate of Incorporation, and they
acknowledged before me, each for himself and not one for the
other, that they executed the same freely and voluntarily for
the purposes therein expressed.

WITNESS my hand and official seal at County,
Florida this 29th day of May, 2001.



NOTARY PUBLIC
FL DL#A450-000-32-561-0
My Commission Expires: 12/30/01

