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MIRKIN & WOOLF, P.A.

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November 8, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

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

Gentlemen:

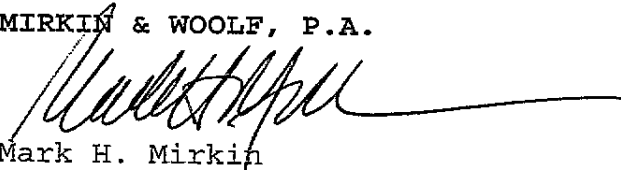
Enclosed for filing please find an original and one copy of Articles of Incorporation for Royal Food & Beverage Inc.

Also enclosed please find a check in the amount of \$78.75 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/debfc

cc: Melvin Leiner

FILED
01 NOV 13 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN NOV 13 2001

ARTICLES OF INCORPORATION
OF
ROYAL FOOD & BEVERAGE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Royal Food & Beverage Inc. The principal place of business shall be 433 Plaza Real #275, Boca Raton, Florida 33432.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The Corporation shall be authorized to issue three classes of capital stock to be designated, respectively, "Class A Common Stock," "Class B Common Stock" and "Preferred Stock." Class A Common Stock and Class B Common Stock are hereinafter referred to collectively as "Common Stock." The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred million (100,000,000) shares, forty five million (45,000,000) of which shall be Class A Common Stock, par value \$.01 per share, forty five million (45,000,000) of which shall be Class B Common Stock, par value \$.01 per share, and ten million (10,000,000) of which shall be Preferred Stock, par value \$.01 per share.

The shares of the Corporation's capital stock shall have the following attributes:

a. Common Stock

1. Dividends and Distributions. Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall be entitled to receive such dividends, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor, provided that the holders of shares of Class A Common Stock and the hold-

ers of shares of Class B Common Stock shall be entitled to share equally, on a per share basis, in such dividends, subject to the limitation described below and further provided that the holders of shares of Class B Common Stock shall only be entitled to dividends following a full year in which the Corporation's audited annual financial statement reflects positive net operating income. If dividends or other distributions are declared that are payable in shares of Class A Common Stock or shares of Class B Common Stock, including distributions pursuant to stock subdivisions or combinations of Class A Common Stock or Class B Common Stock which occur after the first date upon which the Corporation has issued shares of both Class A Common Stock and Class B Common Stock, only shares of Class A Common Stock shall be distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be distributed with respect to Class B Common Stock.

2. Voting Rights. The holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall have the following voting rights:

A. Each share of Class A Common Stock and each share of Class B Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to a vote of the shareholders of the Corporation.

B. The holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall vote together as a single class on all matters submitted to a vote of shareholders of the Corporation, except as otherwise required by law.

3. Conversion and Exchange of Class B Common Stock.

A. Following a full year in which the Corporation's audited financial statement reflects positive net operating income, each share of Class B Common Stock, at the option of its holder, may at any time be converted into one (1) fully paid and nonassess- able share of Class A Common Stock. Such right shall be exercised by the surrender of the certificate representing such share of Class B Common Stock to be converted to the Corporation at any time during normal business hours at the principal executive offices of the Corporation or at the office of the Corporation's transfer agent, accompanied by a written notice of the election by the holder thereof to convert and (if so required by the Corporation or the transfer agent) by instruments of transfer, in form satisfactory to the Corporation and to the transfer agent, duly executed by such holder or such holder's duly authorized attorney, and transfer tax stamps or funds therefor, if required pursuant to Section 3(D).

B. As promptly as practicable following the surrender for conversion of a certificate representing shares of Class B

Common Stock in the manner provided in Section 3(A) and the payment in cash of any amount required by Section 3(D), the Corporation will deliver or cause to be delivered to or upon the written order of the holder of such certificate, a certificate or certificates representing the number of full shares of Class A Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. In the case of a conversion under Section 3(A), such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate representing shares of Class B Common Stock. Upon the date any conversion under Section 3(A) is made, all rights of the holder of such shares as such holder shall cease, and the person or persons in whose name or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock; provided, however, that any such surrender and payment on any date when the stock transfer books of the Corporation shall be closed shall constitute the person or persons in whose name or names the certificate or certificates representing shares of Class A Common Stock are to be issued as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which stock transfer books are open.

C. The Corporation covenants that it will at all times reserve and keep available, solely for the purpose of issue upon conversion of the outstanding shares of Class B Common Stock, such number of shares of Class A Common Stock as shall be issuable upon the conversion of all such outstanding shares of Class B Common Stock, provided that nothing contained herein shall be construed to preclude the Corporation from satisfying its obligations in respect of the conversion of the outstanding shares of Class B Common Stock by delivery of purchased shares of Class A Common Stock that are held in the treasury of the Corporation. The Corporation covenants that if any shares of Class A Common Stock required to be reserved for purposes of conversion hereunder require registration with or approval of any governmental authority under any federal or state law before such shares of Class A Common Stock may be issued upon conversion, the Corporation will cause such shares to be duly registered or approved, as the case may be. The Corporation will endeavor to list the shares of Class A Common Stock required to be delivered upon conversion prior to such delivery upon each national securities exchange or automated quotation system upon which the outstanding Class A Common Stock is listed at the time of such delivery. The Corporation covenants that all shares of Class A Common Stock that shall be issued upon conversion of the shares of fully paid and nonassessable Class B Common Stock will, upon issue, be fully paid and nonassessable.

D. The issuance of certificates for shares of Class A Common Stock upon conversion of shares of Class B Common Stock shall be made without charge for any stamp or other similar tax

in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the shares of Class B Common Stock converted, then the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax that may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid.

4. Liquidation Rights. The Class A Common Stock shall rank senior with respect to liquidation preference over the Corporation's Class B Common Stock but junior to its Preferred Stock. Accordingly, in the event of the Corporation's voluntary or involuntary liquidation, before any distribution of assets shall be made to the holders of the Corporation's Class B Common Stock, the holders of the Class A Common Stock shall be entitled to receive out of the Corporation's assets available for distribution to shareholders a return of their contributed capital, plus all accrued unpaid dividends, if any. If, in the event of such liquidation, the Corporation's assets available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Class A Common Stock of the amounts to which they are entitled pursuant to the previous sentence, then such assets shall be distributed ratably among such holders in proportion to the respective amounts to which they are entitled pursuant to the previous sentence. A merger or consolidation of the Corporation with or into any other entity or a sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

5. Redemption. The Common Stock is not redeemable.

b. Preferred Stock. The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors is authorized to determine the designation of any such series and to fix the number of shares of any such series. The Board of Directors may determine to alter the rights, preferences, privileges, and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock. The Board of Directors may, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.


ARTICLE VI. DIRECTORS

The Corporation shall have three (3) directors initially. The names and addresses of the initial members of the Board of Directors are Alexander C. Garabedian, 7485 S.W. 157 Terrace, Miami, Florida 33157, Melvin Leiner, 433 Plaza Real #275, Boca Raton, Florida 33432, and Darren M. Marks, 433 Plaza Real #275, Boca Raton, Florida 33432.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8th day of November, 2001.



Mark H. Mirkin, Esq.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

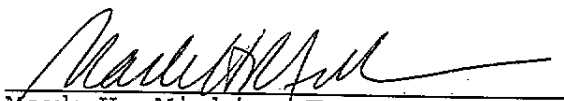
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01 NOV 13 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

ROYAL FOOD & BEVERAGE INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.


Mark H. Mirkin, Esq.