

TRANSMITTAL LETTER

Spier
Department of
Annual Review
AN

PO 2000015345

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

SUBJECT: Ambrosia Baby Food, Inc.

(Proposed corporate name - must include suffix)

200004882732--1
-02/06/02-01030-010
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Jorge L. Rodriguez

Name (Printed or typed)

8311 NW 143 Terrace

Address

Miami Lakes FL 33014

City, State & Zip

(786) 553-4641

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB -6 PM 1:37

FILED

NOTE: Please provide the original and one copy of the articles.

PS 11/02

ARTICLES OF INCORPORATION

FILED

OF

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AMBROSIA BABY FOOD, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is AMBROSIA BABY FOOD, INC. (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation is 8311 NW 143 TERRACE MIAMI LAKES, FL 33016 or in any other city in the State of Florida designated by the Board of Directors from time to time.

ARTICLE III
REGISTERED AGENT

The name of the Corporation's registered agent in the State of Florida is Jorge L. Rodriguez, 8311 NW 143 Terrace, Miami Lakes, Florida 33016.

ARTICLE IV
INCORPORATOR

The name and address of the Incorporator of the Corporation is: Jorge L. Rodriguez, 8311 NW 143 Terrace, Miami Lakes, Florida 33016.

ARTICLE V
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE VI
TERM

The Corporation shall have perpetual existence.

ARTICLE VII CAPITAL STOCK

The Corporation is authorized to issue 1,000,000 shares of common stock, par value \$.01 per share.

ARTICLE VIII INDEMNIFICATION

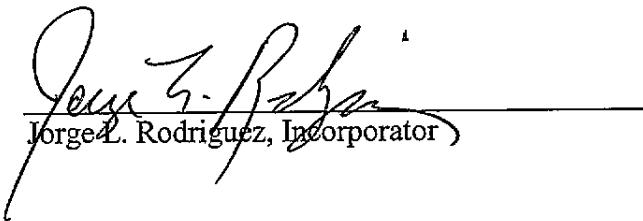
The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

ARTICLE IX DIRECTORS

The Corporation shall have TWO director(S) initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name(S) and address(ES) of the initial director(S) ARE/IS:

JORGE L. RODRIGUEZ & ELIZABETH LOZADA
8311 NW 143 TERRACE
MIAMI LAKES, FL 33016

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 31st day of January, 2002.



Jorge L. Rodriguez, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
AMBROSIA BABY FOOD, INC.

FILED

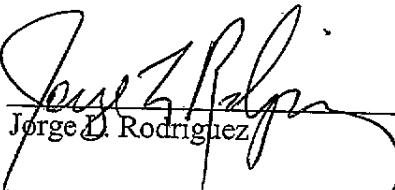
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RECEIPTARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Jorge L. Rodriguez

By:



Jorge L. Rodriguez