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THE MILLHORN LAW FIRM

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February 5, 2002

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-02/11/02--01016--001
*****78.75 *****78.75

RE: UPTOWN DI'S GOURMET GOODIES, INC.

Dear Division of Corporations:

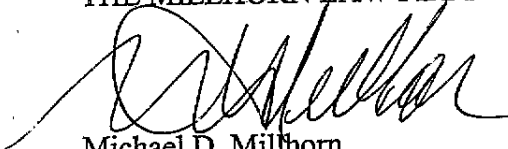
Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$ 35.00
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation

Sincerely,
THE MILLHORN LAW FIRM


Michael D. Millhorn
Attorney at Law

encl.

FILED
02 FEB 11 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g2/14

**ARTICLES OF INCORPORATION
OF
UPTOWN DI'S GOURMET GOODIES, INC.**

FILED
02 FEB 11 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

UPTOWN DI'S GOURMET GOODIES, INC.

and the principal mailing address of the corporation is:

**322 S.E. WENONA AVENUE
OCALA, FLORIDA 34471**

Article II - Purpose

The general purpose for which the Corporation is organized is to include the marketing, distribution and sale of products, and any transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is initially authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares—Class 'A' voting," which shall be entitled to one vote per share.

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**322 S.E. WENONA AVENUE
OCALA, FLORIDA 34471**

and the name of the initial registered agent of this Corporation at that office is:

DIANE ROSAZZA

Article VI - Initial Board of Directors

This Corporation shall have four Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one and not more than five. The Directors, in their sole discretion, may appoint Officers of the Corporation at any time. The name and address of the initial Directors of this Corporation are as follows:

**DIANE ROSAZZA
322 S.E. WENONA AVENUE
OCALA, FLORIDA 34471**

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

**DIANE ROSAZZA
322 S.E. WENONA AVENUE
OCALA, FLORIDA 34471**

Article VIII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 4TH day of February, 2002.


DIANE ROSAZZA Incorporator

FILED

02 FEB 11 AM 10:46

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 4th DAY OF February, 2002.


DIANE ROSAZZA

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above,
personally appeared **DIANE ROSAZZA**, who produced Florida Driver's License as
identification, as Incorporator, executed the foregoing Articles of Incorporation of UPTOWN DI'S
GOURMET GOODIES, INC. and he acknowledged before me that he executed these Articles
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
State and County aforesaid, this _____ day of February, 2002.

(SEAL)

NOTARY PUBLIC
My Commission Expires: