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A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141
(305) 868-5365

February 06, 2002

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

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

In Re: Incorporation of Love Foods, Inc.

Gentlemen:

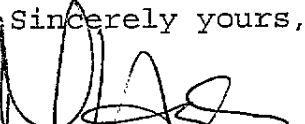
Please file the aforesaid corporation and return said
filed Articles and Resident Agent Form to:

A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate
check for the filing fees together with the Articles of
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do
not hesitate to call us at (305) 868-5365 or write to us at
the above styled address.

Sincerely yours,


Maria L. Haslam
A & T Accounting and Taxes

at/IT
cc: Archived

02-14-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LOVE FOODS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

LOVE FOODS, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within

and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the business of food services, cafeteria and retail sales of all kind of foods and related merchandise;

2.) To engage in any business of enterprise arising from or in connection with the sale of durable equipment of any nature and kind;

3.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;

4.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;

5.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

6.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate , deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

7.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

8.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any and all types of club related endeavors and/or ventures within and without the United States including but not limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;

9.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

DAWN MARIE HURLBURT-BECERRA
8901 NE 10TH AVENUE
Miami, Florida 33138

The corporate address and/or corporate headquarters
shall be located at:

1757 COLLINS AVENUE, REAR
MIAMI BEACH, FLORIDA 33139

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director
initially. The name and address of the initial director of
the corporation is:

DAWN MARIE HURLBURT-BECERRA
8901 NE 10TH AVENUE
Miami, Florida 33138

ARTICLE SEVEN
INCORPORATORS

The initial incorporator is as follows:

DAWN MARIE HURLBURT-BECERRA
8901 NE 10TH AVENUE
Miami, Florida 33138

ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 5th day of February, two thousand and two (2002).


DAWN MARIE HURLBURT BECERRA

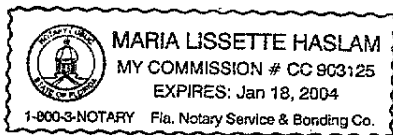
STATE OF FLORIDA)
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COUNTY OF MIAMI-DADE)
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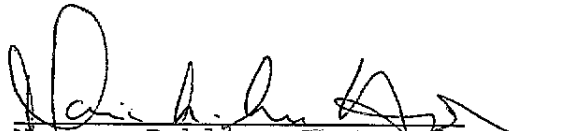
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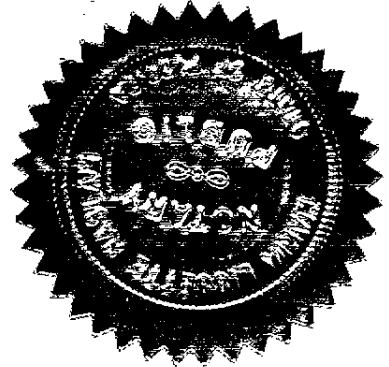
BEFORE ME, a Notary Public authorized to take
acknowledgments in the State of Florida, County of
Miami-Dade, and City of Miami Beach, personally appeared:
DOWN MARIE HURLBURT BECERRA and known to me and known by me
to be the person who executed the foregoing Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 5th day of February, two thousand and two (2002).

My commission expires:




Notary Public, State of
Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That LOVE FOODS, INC.
is qualified to do business under the laws of the State of
Florida with its principal office at 1757 Collins Avenue
Rear, Miami, Florida 33139, County of Miami- Dade,
State of Florida, and has appointed Dawn Marie
Hurlburt-Becerra whose resident address is as follows:
8901 NE 10TH Avenue, Miami, Florida 33138,
County of Miami-Dade, State of Florida, as its agent to
accept Service of Process within this State.

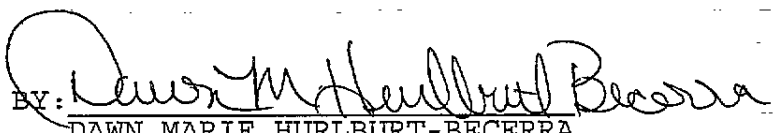
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 
DAWN MARIE HURLBURT-BECERRA
REGISTERED AGENT