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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -7 AM 10:06

*Admitted to practice in Florida,
Colorado & Washington, D.C.*

May 3, 2002

Department of State
Division of Corporations
Corporate Filings
Att: Bobbi
P.O. Box 6372
Tallahassee, Florida 32314

700005480687--5

-05/07/02--01034--001

*****35.00 *****35.00

700005480687--5

-11/30/01--01060--005

*****35.00 *****35.00

RE: Incorporation of: South Florida Kosher Meats II, Inc.

Dear Bobbi:

In connection with the above referenced matter, on November 26, 2001 I submitted articles of incorporation and a fee of \$35.00 payable to the Florida Secretary of State, Division of Corporations. On or about December 10, 2001, you called me and informed me that I shorted the incorporation fee by \$35.00 and, moreover, suggested that the incorporation become effective January 1, 2002 to avoid the 2001 annual fee.

Of course, your suggestion made sense and I therefor went back to my client to obtain new articles. I finally received the articles and an original and two (2) copies are enclosed herewith. Also enclosed herewith is an original and two (2) copies of the certificate of resident agent and the additional required \$35.00 fee made payable to the Florida Secretary of State, Division of Corporations.

When we spoke this afternoon, you informed me that if I could provide a front and back copy of the canceled check in connection with the initial \$35.00 submitted, credit would be applied. Accordingly, enclosed herewith please find my check number 3957 in the sum of \$35.00 made payable to the Florida Secretary of State, Division of Corporations. As you can see, clearly marked on the check it states for "incorp. South Florida Kosher Meats II, Inc."

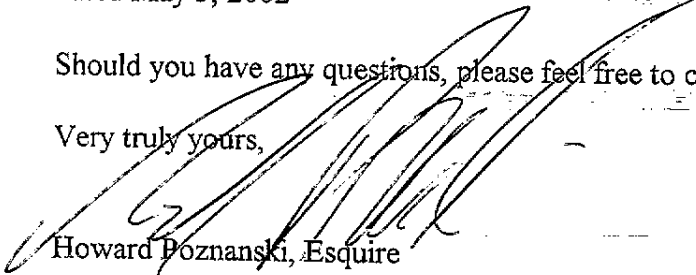
Upon receipt of the enclosed, please file the articles of incorporation and certificate of resident agent and return a true copy to me. Also, please provide me with the appropriate letter acknowledging/confirming the incorporation, as well as a receipt for payment.

0451.3

Page 2 of 2 of letter to
Div. of Corporations, Att: Bobbi
dated May 3, 2002

Should you have any questions, please feel free to call me.

Very truly yours,



Howard Poznanski, Esquire

enclosures

HWP/

ARTICLES OF INCORPORATION
FOR
SOUTH FLORIDA KOSHER MEATS II, INC.

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

The name of the corporation is:

SOUTH FLORIDA KOSHER MEATS II, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin is One Hundred (\$100.00) Dollars.

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TALLAHASSEE, FLORIDA
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ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida,
is:

4400 WEST SAMPLE ROAD
#148
COCONUT CREEK, FLORIDA 33073

ARTICLE VI

The initial Registered Resident Agent for the corporation is:

ASHER SABAG
4400 WEST SAMPLE ROAD
#148
COCONUT CREEK, FLORIDA 33073

ARTICLE VII

The directors, officers, or shareholders may, from time to time, relocate the principal office
of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least one (1) director initially, but the number of the directors
may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall
never been less than one (1).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers are:

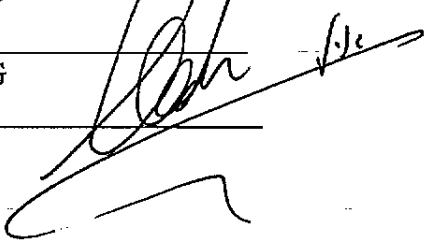
<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Asher Sabag	4400 West Sample Road, #148 Coconut Creek, FL. 33073	Director President
Ilan Yoshia	4400 West Sample Road, #148 Coconut Creek, FL. 33073	Secretary

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the to the Stockholders, and approved at a stockholder's meeting, by a majority of the stock entitled to vote thereon.



ASHER SABAG



ILAN YOSHIA

STATE OF FLORIDA

SS

COUNTY OF BROWARD

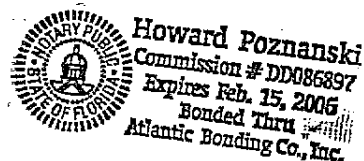
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Asher Sabag and Ilan Yoshia, who have produced their drivers' licenses as identification, driver's license number: _____ or whom are personally known to me, to me known to be the persons described herein, as subscribers, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the State and County named above, this 15 day of April, 2002.



NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



CERTIFICATE OF RESIDENT AGENT

PURSUANT TO SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST: That SOUTH FLORIDA KOSHER MEATS II, INC..

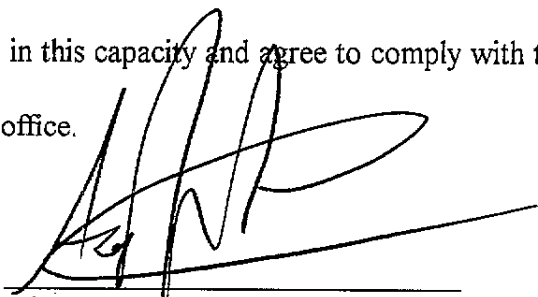
desiring to organize under the laws of the State of Florida, with its principal place of business as
indicated in the Articles of Incorporation, in the County of Palm Beach, State of Florida, has name:

ASHER SABAG
4400 West Sample Road
#148
Coconut Creek, Florida 33073

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been made to accept service of process for the above stated corporation, at place
designated, in this Certificate, I hereby accept to act in this capacity and agree to comply with the
provisions of said Act, relative to keeping open said office.



ASHER SABAG

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