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STEVEN LUBETSKY
ATTORNEY AT LAW
10280 CAMELBACK LANE
BOCA RATON, FLORIDA 33498

July 17, 2002

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

Re: VERA FRESH ENTERPRISES, INC.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Verafresh Enterprises, Inc. and a check for the sum of \$70.00 to cover the filing of the Articles of Incorporation and Designation of Registered Agent. Please send all acknowledgements to the address shown on this letterhead. Please feel free to contact me should you have any questions. I appreciate your assistance in this matter.

Sincerely,



Steven Lubetsky, Esq.

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*****70.00 *****70.00

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BARS IN FLORIDA, PENNSYLVANIA, AND NEW JERSEY
(561) 218-0378; (561) 451-1198 (FAX); (561) 809-4240 (CELL)

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ARTICLES OF INCORPORATION

OF

VERAFRESH ENTERPRISES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The Name of this Corporation is:

VERAFRESH ENTERPRISES, INC.

ARTICLE II

PURPOSES AND POWERS: The general purpose of business to be permitted by the corporation is as follows:

1. The corporation may engage in any activity or business which is permitted under the laws of the United States of America and under the laws of the State of Florida.
2. And, in general, to carry on any other business in connection with the foregoing of which calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of the properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIFTY THOUSAND (50,000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share. The initial distribution of stock shall be as follows:

- | | |
|---------------------------|------------|
| (1) IRMA ROSALES AKIVA | 255 Shares |
| 10663 PEBBLE COVE LANE | |
| BOCA RATON, FLORIDA 33498 | |
|
 | |
| (2) ERIC AKIVA | 245 Shares |
| 10663 PEBBLE COVE LANE | |
| BOCA RATON, FLORIDA 33498 | |

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TALLAHASSEE, FLORIDA

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE THOUSAN DOLLARS (\$5,000), 500 shares having a par value of ONE DOLLAR (1.00) per share.

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filinf of the Articles of Incorporation with the Department of State.

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be

VERAFRESH ENTERPRISES, INC.

having its principal place of business at:

10663 PEBBLE COVE LANE
BOCA RATON, FLORIDA 33498

ARTICLE VII

DIRECTORS: The names and addresses of the first Board of Directors to these Articles of Incorporation are as follows:

- (1) IRMA ROSALES AKIVA: President/Director
10663 PEBBLE COVE LANE
BOCA RATON, FLORIDA 33498
- (2) ERIC AKIVA: Vice-President/Secretary/Treasurer/Director
10663 PEBBLE COVE LANE
BOCA RATON, FLORIDA 33498

ARTICLE VII

OFFICERS: The names and addresses of the original officers are as follows:

- (1) IRMA ROSALES AKIVA: President/Director
10663 PEBBLE COVE LANE
BOCA RATON, FLORIDA 33498
- (2) ERIC AKIVA: Vice-President/Secretary/Treasurer/Director
10663 PEBBLE COVE LANE
BOCA RATON, FLORIDA 33498

ARTICLE IX

INCORPORATORS AND SUBSCRIBERS: The Incorporators and Subscribers to all of the capital shares of the corporation are:

- (1) IRMA ROSALES AKIVA: President/Director
10663 PEBBLE COVE LANE
BOCA RATON, FLORIDA 33498

- (2) ERIC AKIVA: Vice-President/Secretary/Treasurer/Director
10663 PEBBLE COVE LANE
BOCA RATON, FLORIDA 33498

ARTICLE X

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

ARTICLE X

DESIGNATION OF REGISTERED AGENT: ERIC AKIVA

10663 PEBBLE COVE LANE, BOCA RATON, FLORIDA 33498

is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for

VERAFRESH ENTERPRISES, INC.

at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act and relative to keeping open said office.



ERIC AKIVA
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge, and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 9 day of July, 2002.

[Signature]
IRMA ROSALES AKIVA

[Signature]
ERIC AKIVA

STATE OF FLORIDA
COUNTY OF PALM BEACH

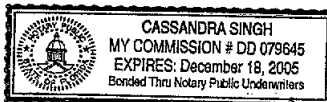
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appeared:

IRMA ROSALES AKIVA and
ERIC AKIVA

to me known to be the persons who subscribed to the foregoing Articles of Incorporation, and they have acknowledged to me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 9TH day of JULY, 2002.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA



My Commission Expires: