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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MATTHEW KENNEDY
ATTORNEY AT LAW
1505 NE 4th Avenue
Boca Raton, Florida 33432
561-394-2665
Fax: 561-417-3535

December 4, 2002

Department of State
Division of State
P.O. Box 6327
Tallahassee, FL 32399

Re: ALL NATURAL/FMG INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for ALL NATURAL/FMG, INC., as well as a check for \$78.75 which represents the fees for filing, registered agent and certified copy.

Please return a certified copy to this office by federal express in the enclosed pre-paid self addressed return label.

Very truly yours,


Matthew Kennedy

MK/tr

Encls.

ARTICLES OF INCORPORATION
OF
ALL NATURAL/FMG, INC.

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ARTICLE I: NAME

The name of this corporation is All NATURAL/ FMG, INC., whose principal place of business is 4401 Sheridan Street, Hollywood, FL 33021

ARTICLE II: DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV: CAPITAL STOCK

The corporation is authorized to issue 100 shares of Common Stock at \$1.00 par value. The Common Stock shall be issued to each initial Director in equal shares of thirty-three and one third (33 1/3) of stock to each. The shareholders of the initial Common Stock shall have unlimited voting rights and each shall be entitled to receive an equal amount of the assets of the corporation upon dissolution.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is Matthew Kennedy, Attorney At Law, 1505 NE 4th Avenue, Boca Raton, Florida 33432.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Larry Gordon, Chief Operations Officer and Secretary, Founder
372 Golfview Road, # 502, North Palm Beach, FL 33408

Robert Fishman, Chief Executive Officer, Vice-President, Founder
4401 Sheridan Street, Hollywood, FL 33021

Michael Menkes, President, Treasurer, Founder
17000 NE 14th Avenue, #115, North Miami Beach, FL 33162

ARTICLE VIII: INCORPORATORS

The names and addresses of the persons signing these articles are:

LARRY GORDON 372 GOLFVIEW RD. #502
NORTH PALM BEACH, FL. 33408

MIKE MENKES 17000 NE 14 AVE #115
NORTH MIAMI BEACH, FL. 33162

ROBERT FISHMAN 4401 SHERIDAN ST.
HOLLYWOOD, FL. 33021

ARTICLE IX: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

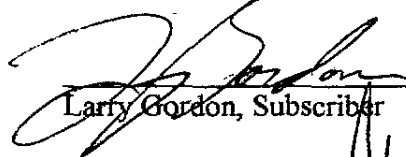
ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

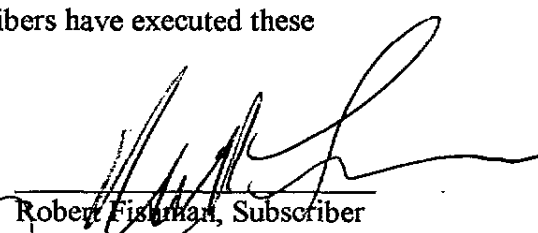
ARTICLE XI: INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation, this 4th day of December 2002.



Larry Gordon, Subscriber



Robert Fishman, Subscriber



Michael Menkes, Subscriber

Having been named as the registered agent to accept service of process for the
ALL NATURAL/FMG, INC. at the address designated in the Articles of Incorporation. I
am familiar with and accept the appointment as registered agent and agree to act in that
capacity.


Matthew Kennedy, Registered Agent

12-04-02
Date


Signature Incorporator

12-04-02
Date

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02 DEC -9 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA