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TALLAHASSEE FLORIDA

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Harvey J. Spinowitz, P.A., Attorneys at Law

1421 Court Street, Suite C, Clearwater, Florida 33756 Tel. (813) 449-9929 Fax. (813) 449-2728

Harvey Jay Spinowitz*
Julie Beth Jouben

*Admitted in Florida, New Jersey and New York

January 21, 2003

TRANSMITTAL LETTER

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

SUBJECT: FESTIVAL FOODS OF SOUTH FLORIDA, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$78.75 is enclosed. This represents payment for:

1. Articles of Incorporation
2. Designation of and Acceptance by a Registered Agent
3. Certificate of Status
4. Certified Copy of Articles of Incorporation

Also enclosed please find a return envelope for your use in returning these papers to me.

If you have any questions, please call me.

Very truly yours,

Harvey J. Spinowitz
Harvey J. Spinowitz

/HJS

encls.

**ARTICLES OF INCORPORATION
OF
FESTIVAL FOODS OF SOUTH FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Festival Foods of South Florida, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 237 Brittany E, Delray Beach, FL 33446.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one (\$1.00) per share.

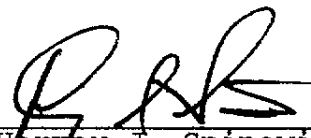
ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Harvey J. Spinowitz, 1421 Court St., Suite C, Clearwater, Florida 33756.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are Harvey J. Spinowitz, 1421 Court St., Suite C, Clearwater, Florida 33756.

The undersigned has executed these articles of incorporation on this 21st day of January, 2003.



Harvey J. Spinowitz

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FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Festival Foods of South Florida, Inc.
2. The name of the registered agent is Harvey J. Spinowitz.
3. The address of the registered agent/registered office is 1421 Court St., Suite C, Clearwater, Florida 33756.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 21, 2003



Harvey J. Spinowitz

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