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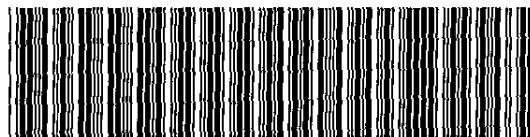
(Business Entity Name)

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ACCOUNT NO. : 0721000000032

REFERENCE : 915067 7365923

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : January 31, 2003

ORDER TIME : 11:33 AM

ORDER NO. : 915067-005

CUSTOMER NO: 7365923

CUSTOMER: Corina Mascaro
Habanera Foods

5300 Alton Road

Miami Beach, FL 33140

DOMESTIC FILING

NAME: HABANERA FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
HABANERA FOODS, INC.**

FILED
03 FEB -7 AM 10: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be:

HABANERA FOODS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5300 Alton Road
Miami Beach, Florida 33140

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows: Number of Shares: One Million Shares (1,000,000). Par value Per Share: \$.0001. Class of Stock: Common.

ARTICLE IV- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Corina Mascaro, 5300 Alton Road, Miami Beach, Florida 33140.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Corina Mascaro, 5300 Alton Road, Miami Beach, Florida 33140.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

There shall be two directors of the corporation initially. The number of directors may be either increased or diminished from time to time by the By-Law, but shall never be less than one. The name and addresses of the initial directors of this corporation are: Corina Mascaro, 5300 Alton Road, Miami Beach, Florida 33140 and Celeste DeArmas, 9511 Collins Avenue #1211 Surfside Florida, 33154.

ARTICLE VII – GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under the By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 28 of January, 2003.



Corina Mascaro, Incorporator

DL(FI) H260107498810.

State of FL County of Dade

Signed before me on this 28 day

of January 2003 by Corina Mascaro

Notary Public

Glenn J. [Signature]

**STATE OF FLORIDA
COUNTY OF DADE**

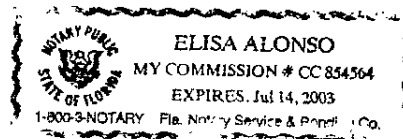
BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared CORINA MASCARO known to me and known to me to be the Person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 of January, 2003.



NOTARY PUBLIC
State of Florida

My Commission Expires: July 14, 03.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: Corina Mascaro
Corina Mascaro, Registered Agent

Date: February 2, 2003