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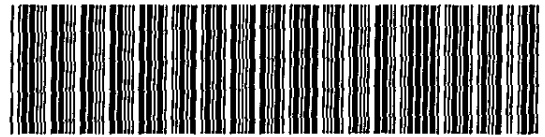
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SECRETARY OF STATE
FALL ARIZONA DEPARTMENT

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J. HARRIS RHYNE, P.A.
ATTORNEY AT LAW
701 - 8TH AVENUE WEST
P.O. BOX 67
PALMETTO, FLORIDA 34221

J. HARRIS RHYNE

PHONE
(941) 729-5651
FAX
(941) 723-3808

May 20, 2003

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of EZRA FINE FOODS, INC.

Gentlemen:

The documents listed below are forwarded to you with this letter. Please file these documents and process them as needed and return to us one certified copy to our office at P.O. Box 67, Palmetto, Florida 34220.

The enclosed documents are as follows:

1. Original Articles of Incorporation for EZRA FINE FOODS, INC.
2. One copy of the Articles of Incorporation for EZRA FINE FOODS, INC.
3. Certificate designating a registered agent.

The filing fees and charges are as follows and a check enclosed:

Filing fee for original Articles	\$ 35.00
Cert. copy	\$ 8.75
Filing resident agent form	\$ 35.00

TOTAL \$ 78.75

Sincerely,


J. HARRIS RHYNE

JHR/drz
enclosures
C:\CORP\EZRA-FIN.FOD

ARTICLE OF INCORPORATION

OF

EZRA FINE FOODS, INC.

The undersigned, acting as an incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - NAME

The name of the corporation is: EZRA FINE FOODS, INC.

ARTICLE TWO - DURATION

The period of duration of the corporation is perpetual.

ARTICLE THREE - PURPOSE

The corporation may transact and engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is sixty (60), all of which shall be common shares without par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

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TALLAHASSEE, FLORIDA

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5629 Manatee Avenue West, Bradenton, Florida 34209, and the name of the initial registered agent at such address is DONNA D. EASON.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

DONNA D. EASON, 5503 4th Avenue N. W., Bradenton, Florida 34209

CAROLINE GRIMES, 5629 Manatee Avenue West, Bradenton, Florida 34209

ARTICLE EIGHT - INCORPORATORS

The names and addresses of the incorporator(s) signing these articles are:

DONNA D. EASON, 5503 4th Avenue N. W., Bradenton, Florida 34209

CAROLINE GRIMES, 5629 Manatee Avenue West, Bradenton, Florida 34209

ARTICLE NINE- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer of director, to the full extent permitted by law.

ARTICLE TEN - AMENDMENT

This corporation reserves the rights to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of May, 2003.

Donna D. Eason

DONNA D. EASON
Incorporator

Caroline Grimes

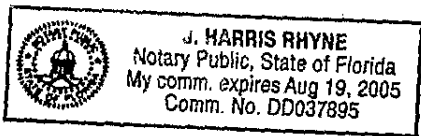
CAROLINE GRIMES
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On this 20th day of May, 2003, before me, the undersigned officer, personally appeared DONNA D. EASON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose therein contained, and an Oath was not taken. (Check one:) Said person(s) is/are personally known to me. Said person(s) provided the following type of identification:

NOTARY RUBBER STAMP SEAL

J. Harris Rhyne
NOTARY PUBLIC

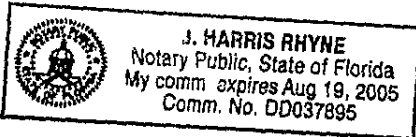


STATE OF FLORIDA
COUNTY OF MANATEE

On this 20th day of May, 2003, before me, the undersigned officer, personally appeared CAROLINE GRIMES, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose therein contained, and an Oath was not taken. (Check one:)[] Said person(s) is/are personally known to me. Said person(s) provided the following type of identification: 82652-109-81-717-0

NOTARY RUBBER STAMP SEAL

J. Harris Rhyne
NOTARY PUBLIC



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TALLAHASSEE, FLORIDA
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STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091, 2nd 607/034 FLORIDA STATUTES:

EZRA FINE FOODS, INC., a corporation organizing under the Laws of the State of Florida, with its principal office at 5629 Manatee Avenue West, Bradenton, Florida 34209, being in MANATEE County, Florida, has named DONNA D. EASON as its registered agent to accept service of process within this state. The registered office is located at 5629 Manatee Avenue West, Bradenton, Florida 34209.

OFFICERS	TITLE	SPECIFIC ADDRESS
DONNA D. EASON	President	5503 4th Ave. N. W. Bradenton, Florida 34209
DONNA D. EASON	Vice President	5503 4th Ave. N. W. Bradenton, Florida 34209
CAROLINE GRIMES	Secretary	5629 Manatee Ave. West Bradenton, Florida 34209
CAROLINE GRIMES	Treasurer	5629 Manatee Ave. West Bradenton, Florida 34209

DIRECTORS: SAME AS OFFICERS-

Dated 5/20/03

By: Donna D Eason
DONNA D. EASON
Officer

Dated 5/20/03

By: Caroline Grimes
CAROLINE GRIMES
Officer

ACCEPTANCE:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I Hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 707.325 Florida Statutes.

Dated 5/20/03

Donna D Eason
Resident Agent