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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : RUIZ & CO., INC.
Account Number : 110115001462
Phone : (305) 828-1277
Fax Number : (305) 828-6855**FLORIDA PROFIT CORPORATION OR P.A.**

Heavenly Snacks, Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
Heavenly Snacks, Inc.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Heavenly Snacks, Inc.
The principal place of business of this corporation shall be:
12105 SW 110th Street Circle North
Miami, Florida 33186

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000)
ONE THOUSAND @ \$.10 par value per share.

ARTICLE IV TERM OF EXISTANCE

This corporation is to exist perpetually.

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold officer the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Benigno Lemus
12105 SW 110th Street Circle North
Miami, Florida 33186

ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE VII INCORPORATOR (S)

The name(s) and street address (es) of the Incorporator(s) to this articles of incorporation is (are):

Benigno Lemus
12105 SW 110th Street Circle North
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned Incorporator (s) has (have) executed these Articles of Incorporation this 23rd October 2003.

Signature(s) of Incorporator(s)

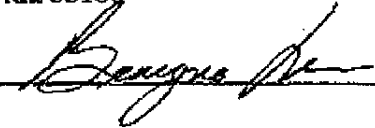
X Benigno Lemus X _____
X _____

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, 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: Heavenly Snacks, Inc.
2. The name and address of office for registered agent is:
Benigno Lemus
12105 SW 110th Street Circle North
Miami, Florida 33186

SIGNATURE: X 

TITLE: Officer

DATE: October 23, 2003

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 607.325, FLORIDA STATUTES.

SIGNATURE: X 

DATE: October 23, 2003

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