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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY -3 PM 3:21

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April 30, 2004

Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

Re: Veganica, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY -3 PM 3:21

Dear Sir/Madam:

Please find enclosed the original and one copy of the fully executed Articles of Incorporation of Veganica, Inc., together with my check payable to your order in the sum of \$70.00 to cover the cost of filing the Articles and the registered agent's fee.

As usual, thanks for your prompt and efficient service.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

ARTICLES OF INCORPORATION
OF
VEGANICA, INC.

ARTICLE I

NAME: The name of this corporation is: **VEGANICA, INC.**

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares authorized at this time.

ARTICLE V

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

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DIVISION OF CORPORATIONS
04 MAY - 3 PM 3: 26

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 2558 Jardin Way, Weston, FL 33327. The name of the initial registered office and initial registered agent of this corporation is: **Alan E. Greenfield, Esq.**, 15105 NW 77th Avenue, Ste. #303, Miami Lakes, FL 33014.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall initially have one (1) director, however at no time shall it have less than one (1) nor more than seven (7). The name and address of the initial director and President, Treasurer and Secretary is: Ron Biton, of 2558 Jardin Way, Weston, FL 33327.

ARTICLE VIII

INCORPORATOR: The names and address of the person signing these Articles of Incorporation, as an incorporator is: **Alan E. Greenfield, Esq.**, 15105 NW 77th Avenue, Ste. #303, Miami Lakes, FL 33014.

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 30th day of April, 2004.

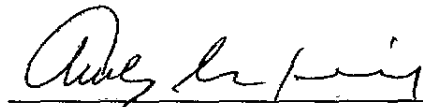

ALAN E. GREENFIELD

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE MADE.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **Veganica, Inc.**, with its principal office located at 2558 Jardin Way, Weston, FL 33327 has named **Alan E. Greenfield, Esq.**, located at 15105 NW 77th Avenue, Miami Lakes, Florida 33014, as its agent to accept service of process ~~within this state.~~

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.



ALAN E. GREENFIELD
Registered and Resident Agent

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