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FAX NO.

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To:

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

From:

Account Name : REZNICSEK & FRASER, P.A.
Account Number : I20030000107
Phone : (904) 567-1060
Fax Number : (904) 567-1065

FLORIDA PROFIT CORPORATION OR P.A.

CAP'S GOURMET SPICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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FROM :

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ARTICLES OF INCORPORATION
OF
CAP'S GOURMET SPICES, INC.

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

Article I
Name and Duration

The name of this corporation is Cap's Gourmet Spices, Inc. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

Article II
Principal Office

The address of the principal office and mailing address of the corporation in the State of Florida is 11250 Old St. Augustine Road #15-243, Jacksonville, Florida 32257.

Article III
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares having no par value.

Article IV
Registered Office and Agent

The street address of the registered office of this corporation is 12011 Colby Creek Drive, Jacksonville, Florida 32258 and the name of the registered agent of this corporation at that address is Carlo Prieto.

Article V
Directors

1. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

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2. The name and street address of the sole member of the board of directors of this corporation is:

Name

Carlo Prieto

Address

11250 Old St. Augustine Road #15-243
Jacksonville, Florida 32257

Lynda Prieto

11250 Old St. Augustine Road #15-243
Jacksonville, Florida 32257

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

Article VII

Incorporator

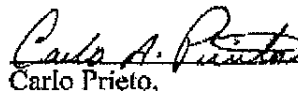
The name and street address of the incorporator of this corporation is Carlo Prieto, 11250 Old St. Augustine Road #15-243, Jacksonville, Florida 32257.

Article VIII

Amendment

This 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 statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 24 day of May, 2004.



Carlo Prieto,
as Incorporator

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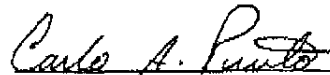
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

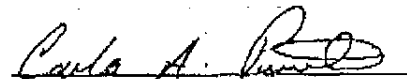
Cap's Gourmet Spices, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates Carlo Prieto as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 12011 Colby Creek Drive, Jacksonville, Florida 32258

May 24, 2004


Carlo Prieto

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

May 24, 2004


Carlo Prieto, as Registered Agent

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