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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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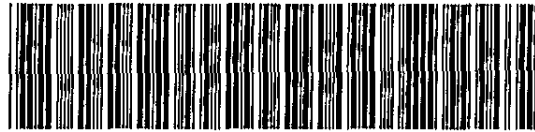
(Business Entity Name)

(Document Number)

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6/24/04

LEE MILICH, P.A.
ATTORNEY AT LAW
100 WEST CYPRESS CREEK ROAD
SUITE 935, TRADE CENTRE SOUTH
FT. LAUDERDALE, FLORIDA 33309
(954) 771-0211
FAX (954) 771-1128

June 21, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

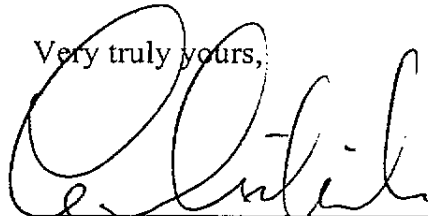
RE: PRONEO FOODS, INC.

Dear Sir or Madam:

Enclosed, in duplicate, are Articles of Incorporation for the above-captioned new corporation, together with our check in the sum of \$122.50 for filing fees.

Please return a certified copy of the Articles to the undersigned as soon as possible.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Lee Milich', written over a horizontal line.

LEE MILICH

LM/lr
encl.

ARTICLES OF INCORPORATION
OF
PRONEO FOODS, INC.

04 JUN 24 PM 1:09

ARTICLE I - NAME

The name of this corporation shall be: PRONEO FOODS, INC.

ARTICLE II - DURATION

This corporation shall commence its existence on the date of execution and acknowledgment of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of non par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309, and the initial registered agent at that address is LEE MILICH.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (1) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors are: FRANK RENE, 1406 79th Street, Brooklyn, NY 11228 and FRANK PROFACI, 2140 East 70th Street, Brooklyn, NY 11234.

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is c/o Lee Milich, Esquire, 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309.

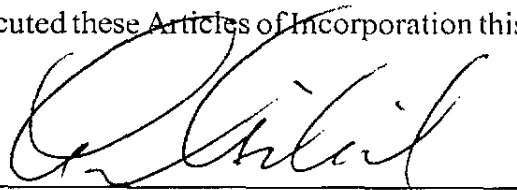
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LEE MILICH, 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309.

ARTICLE IX - INDEMNIFICATION

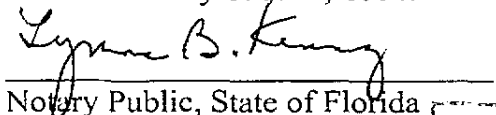
The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of June, 2004.



LEE MILICH, INCORPORATOR

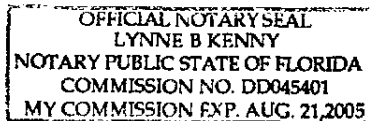
Sworn to and subscribed before me this 21st day of June, 2004.



Notary Public, State of Florida

Printed name: Lynne B. Kenny

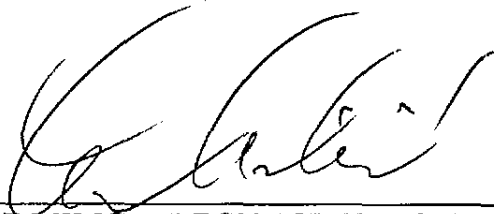
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 21st day of June, 2004.



LEE MILICH, REGISTERED AGENT

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