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TALLAHASSEE, FLORIDA
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**Z Foods, Inc.
1717 N. Bayshore Drive #1655
Miami, Florida
33132**

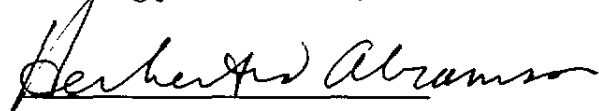
October 25, 2004

**Florida Department of State,
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314**

Enclosed find check for \$78.75 which is payment of the filing fees payable to Florida Department of State, for the filing of Articles of Incorporation for Z Foods, Inc. The Articles of Incorporation are provided herein in duplicate, please process and return with corporate number for our files.

We enclose a pre addressed and stamped envelope for your use in returning the original of Articles to us with the corporate number.

Thanking you in advance,

A handwritten signature in cursive script, reading "Herbert Abramson", written over a horizontal line.

**Herbert Abramson
Director, President**

ARTICLES OF INCORPORATION
Z FOODS, INC.

The undersigned subscribe to these Articles of Z FOODS, INC., each a natural person competent to contract, hereby associate them together to form a corporation under the laws of the State of Florida.

ARTICLE I- NAME

The name of this corporation Z FOODS, INC.

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to buy and sell, import and export foods including but not limited to rice, corn, beef, chicken, flour, (and their associated by-products and derivatives) as well as processed/manufactured food products including but not limited to milk, spaghetti, processed meats, and bread.

This may contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required, or to purchase the corporate assets of any other corporation and engage in the same or other character of business. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers concerned by the laws of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stocks that this corporation is authorized to have outstanding at any one time is: five hundred (500) share(s) of common stock with a par value of \$1.00 each.

All the aforementioned stock is to be issued as fully paid for an exempt from assessment. The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV- INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less Than Five Hundred dollars (\$500 USD).

ARTICLE V- TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI- ADDRESS

The initial post office address of this corporation in the State of Florida at 1717 N Bayshore Drive #1655, Miami, Florida 33132. The Board of Directors may from time move the principal office to any other address.

ARTICLE OF VII- DIRECTORS

This corporation shall have Two Directors initially. The number of directors may be increased from time to time in such manner as may be prescribed by the By-Laws. The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter being a Director or Officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between his corporation and any other corporation, and no act of this corporation shall be in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in or are Directors, or officers of, such other corporation, any Director individually, or any firm of which any Director individually, or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLES VIII- INITIAL DIRECTORS

The names and addresses of the first Board of Directors is:
Herbert Abramson; 1717 N Bayshore Drive #1655, Miami Florida 33132
Guillermo Cruz; 1717 N Bayshore Drive #1655, Miami Florida 33132

ARTICLE IX- SUBSCRIBES

The name and post office address of the subscriber of these Articles of Incorporation are:
Herbert Abramson at: 1717 N Bayshore Drive #1655, Miami Florida 33132

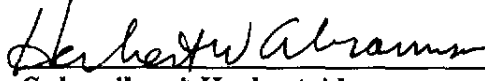
ARTICLE X- RESIDENT AGENT

The initial resident agent of this corporation and his address is: Herbert Abramson; 1717 N Bayshore Drive #1655, Miami Florida 33132.

ARTICLE XI- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them and to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this 25 day of OCTOBER 2004


Subscriber * Herbert Abramson (Seal)

State of Florida
County of Miami-Dade

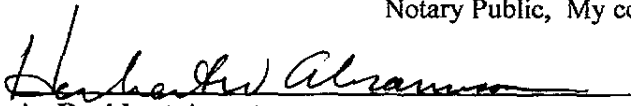
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named personally appeared to me Herbert Abramson, known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and produced to me his Drivers license of Florida, acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 25th day of October, 2004


Notary Public, My commission expires:



Karen Leicht
Commission #DD330753
Expires: Jul 17, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


As Resident Agent (Seal)

State of Florida
County of Miami-Dade

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named personally appeared to me Herbert Abramson, known to be the person described as resident agent and who executed the foregoing Articles of Incorporation, and produced to me his Drivers License of Florida, acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 25th day of October 2004


Notary Public, My Commission Expires:



Karen Leicht
Commission #DD330753
Expires: Jul 17, 2008
Bonded Thru
Atlantic Bonding Co., Inc.