

P05000035065

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*Amended &
Restated
Articles*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 12, 2005

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

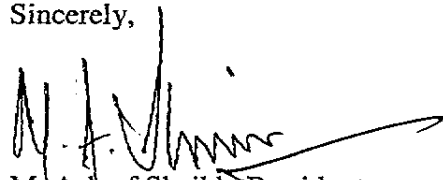
SUBJECT: ADORE! FOODS, INC.
Document Number: P05000035065

Enclosed are an original and one (1) copy of the Amended and Restated Articles of ADORE! Foods, Inc., and a check for \$43.75 for the Filing Fee and the Certificate of Status.

You are requested to file these in accordance with the law and issue the necessary certificate.

Thank you very much.

Sincerely,

A handwritten signature in black ink, appearing to read 'M. Ashraf Shaikh', with a long horizontal flourish extending to the right.

M. Ashraf Shaikh, President
ADORE! Foods, Inc.
3956 Town Center Blvd.
Orlando, FL 32837

Tel. 407.557.6080

AMENDED AND RESTATED ARTICLES

OF

ADORE! FOODS, INC.

FILED
05 SEP 14 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby presents these Amended and Restated Articles of Incorporation for a for-profit corporation, under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation is ADORE! FOODS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business/mailling address of the corporation is:

3956 Town Center Blvd.
Orlando, FL 32837

ARTICLE III
PURPOSE

The specific purpose for which this corporation is organized is to engage in the business of gourmet foods and for the purpose of transacting any and all other lawful business.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000,000 shares of common capital stock having a nominal or par value of \$0.001 per share. Every share of capital stock shall have the same rights and privileges as every other share except as follows. Said capital stock shall be divided into Class A common stock of 20,000,000 shares and class B common stock of 5,000,000 shares. Class A common stock shall be entitled to one vote for each share. Class B common stock shall have no voting rights.

ARTICLE V
BOARD OF DIRECTORS

Initially, this corporation shall have one director. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this corporation is:

NAME	ADDRESS
M. Ashraf Shaikh Title: President, Secretary Treasurer, Director	3956 Town Center Blvd. Orlando, FL 32837

ARTICLE VI
REGISTERED AGENT

The name and address of the registered agent of this corporation is:

M. Ashraf Shaikh
3956 Town Center Blvd.
Orlando, FL 32837

ARTICLE VII
INCORPORATOR


The name and address of the incorporator of this corporation is:

M. Ashraf Shaikh
3956 Town Center Blvd.
Orlando, FL 32837

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I confirm that I am familiar with and accept the appointment as registered agent and agree to act in this capacity.




M. Ashraf Shaikh/Registered Agent

April 12, 2005

MANNER OF ADOPTION

These Amended and Restated Articles were adopted unanimously by all of the shareholders at their meeting held on April 12, 2005. The number of votes cast by the shareholders were sufficient for approval.



M. Ashraf Shaikh, President

April 12, 2005