

**Electronic Articles of Incorporation
For**

P05000094285
FILED
July 01, 2005
Sec. Of State
dbrown

GLOBAL STAR FOODS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GLOBAL STAR FOODS, INC.

Article II

The principal place of business address:

3800 SOUTH OCEAN DRIVE
UNIT # 1512
HOLLYWOOD, FL. 33019

The mailing address of the corporation is:

3800 SOUTH OCEAN DRIVE
UNIT # 1512
HOLLYWOOD, FL. 33019

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

The name and Florida street address of the registered agent is:

HAL A AIRTH JR.
500 SOUTH FLORIDA AVENUE
SUITE 800
LAKELAND, FL. 33801

I certify that I am familiar with and accept the responsibilities of registered agent.

P05000094285
FILED
July 01, 2005
Sec. Of State
dbrown

Registered Agent Signature: HAL A. AIRTH, JR.

Article VI

The name and address of the incorporator is:

HAL A. AIRTH, JR.
500 SOUTH FLORIDA AVENUE
SUITE 800
LAKELAND, FLORIDA 33801

Incorporator Signature: HAL A. AIRTH, JR.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: VD
JOSEPH R O'BRIEN
3800 SOUTH OCEAN DRIVE, UNIT 1512
HOLLYWOOD, FL. 33019 US

Title: PD
PATRICK E MARTENS
109 WEST 65TH STREET
KANSAS CITY, MO. 64113 US

Title: CST
SHERMAN LAZRUS
3071 SCHUBERT DRIVE
SILVER SPRING, MD. 20904 US

Title: V
JAMES RUDDEN
6800 STATE ROAD 37 NORTH
LAKELAND, FL. 33860 US