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FILED
05 FEB -3 PM 3:07
TALLAHASSEE, FLORIDA

Premium Brands Natural Food Products Corporation
127 South State Road 7
Suite 104-312
Wellington, Florida 33414

January 12, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6372
Tallahassee, Florida 32314

RE: Premium Brands Natural Food Products Corporation

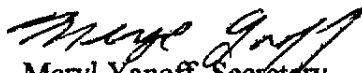
Dear Sir or Madam:

Enclosed herewith please find the following:

1. Original and two copies of articles of incorporation for Premium Brands Natural Food Products Corporation
2. Original and two copies of certificate of registered agent.
3. Payment to the Florida Secretary of State, Division of Corporations, in the sum \$78.75 for corporation Total check amount \$78.75

Upon receipt of the aforesaid enclosures, please file the articles of incorporation and certificate of registered agent and return a true copy to me with a certified copy. Also, please provide me with your letter acknowledging / confirming the incorporation, as well as a receipt for payment.

Very truly yours,


Meryl Yanoff, Secretary
Enclosures

ARTICLES OF INCORPORATION

FOR

PREMIUM BRANDS NATURAL FOOD PRODUCTS CORPORATION

The undersigned subscriber to these Articles of incorporation, a natural person, competent to contract hereby forms a corporation under the laws of the State of Florida.

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STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation is Premium Brands Natural Food Products Corporation

PREMIUM BRANDS NATURAL FOOD PRODUCTS CORPORATION

ARTICLE II

The general nature of the business to be transacted by this corporation is: Natural Products and the corporation may engage in any activity or business permitted under the laws of the United States and of The State of Florida

ARTICLE III

The maximum number of shares that the corporation is authorized to issue is 100 shares of common stock and all such shares are to have no par value, the present distribution as follows: to Meryl Yanoff a 51% (51 shares)and 49% (49 shares) to be held by Premium Brands Natural Food Products Corporation

ARTICLE IV

The amount of capital with which this corporation shall begin is One Hundred (\$100.00) Dollars

ARTICLE V

The initial address of the principal office of this corporation, in The State of Florida;

Premium Brands Natural Food Products Corporation
127 South State Road 7
Suite 104-312
Wellington , Florida 33414

ARTICLE VI

The initial Registered Resident Agent for the corporation is:

Meryl Yanoff, Director
Premium Brands Natural Food Products Corporation
127 South State Road 7
Suite 104-312
Wellington, Florida 33414

ARTICLE VII

The directors, officers, or shareholders may vary from time to time, relocate the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least one (1) director initially, but the number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall not be less than one (1)

ARTICLE IX.

The name and address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICERS</u>
Meryl Yanoff	127 South State Road 7 Suite 104-312 Wellington , Florida 33414	President Treasurer Secretary Director
Paul Bossi	6 Federal Hill Nashua, New Hampshire 03062	Director

ARTICLE X

These Articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stock holders meeting, by a majority of the stock entitled to vote thereon.


MERYL YANOFF


DATE

CERTIFICATE OF REGISTERD AGENT

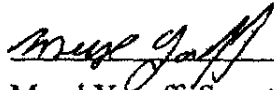
PURSUANT TO SECTION 48:01, FLORIDA STATUES, AND THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT.FIRST; That Premium Brands Natural Food Products Corporation desiring to organize under the laws of the State of Florida, with is principal place of business as indicated in the Articles of Incorporation, in the County of Palm Beach, State of Florida has named:

**Meryl Yanoff
Premium Brands Natural Food Products Corporation
Suite 104-312
127 South State Road 7
Wellington Beach, Florida 33414**

as it's agent to accept service of process within the state.

ACKNOWLEDGMENT

Having made to accept service of process for the above stated corporation in this Certificate, I herby accept to act in this capacity and agree to comply with the provisions of said Act.


Meryl Yanoff, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA