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ACCOUNT NO. : 072100000032

REFERENCE : 069252 4303929

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ ~~43.75~~ 61.25

ORDER DATE : December 17, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 069252-005

CUSTOMER NO: 4303929

800002715406--5

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: MOM'S BEST SERVICES, INC.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- (1) CERTIFIED COPY
- PLAIN STAMPED COPY
- (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

DEC 18 1998

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RECEIVED
98 DEC 17 PM 4:21
DIVISION OF CORPORATION

FILED
98 DEC 17 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstark

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MOM'S BEST SERVICES, INC.

FILED
98 DEC 17 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in their capacities as President and Secretary, respectively, of Mom's Best Services, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Mom's Best Services, Inc. The Corporation's Articles of Incorporation were originally filed with the Secretary of State of the State of Florida on July 2, 1993, to be effective as of July 1, 1993.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

Name

The name of the Corporation is Nonni's Food Company, Inc. and the address of the principal office and the mailing office of the Corporation is 6846 South Canton, Suite 110, Tulsa, Oklahoma 74136.

ARTICLE II

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III

Registered Agent and Office

The name and address of the registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301.

ARTICLE IV

Capital Stock

The Corporation shall have authority to issue a total of 2,000,000 shares, all of which shall be shares of common stock, \$.01 par value per share.

ARTICLE V

Shareholder Agreement

In accordance with the provisions of Sections 607.0731 and 607.0732 of the Florida Business Corporation Act, the shareholders of the Corporation propose to enter into a Shareholder Agreement, to be dated on or about December 23, 1998 (such agreement, as it may be amended from time to time, is referred to herein as the "Shareholder Agreement"), which agreement shall set forth, among other things, provisions regarding the composition of the Board of Directors of the Corporation and provisions relating to the consent requirements for the taking of certain corporate actions. It is intended that such Shareholder Agreement shall be executed by all shareholders of the Corporation and shall be binding upon all shareholders of the Corporation.

ARTICLE VI

Articles and Bylaw Amendment

Upon execution of the Shareholder Agreement by all parties thereto, the Bylaws of the Corporation and these Amended and Restated Articles of Incorporation shall only be amended as permitted under the Shareholder Agreement.

ARTICLE VII

Keeping of Books

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE VIII

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Such amendment and restatement of these Articles of Incorporation has been duly authorized and directed by Joint Unanimous Written Consent of the Board of Directors and Shareholders of the Corporation, dated December 16, 1998, which consent was signed by the holders of all of the outstanding capital stock of the Corporation and was sufficient for the approval of the amendment and restatement. Such amendment and restatement of the Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments to them.

(Signatures on the following page.)

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed by the President and the Secretary of the Corporation this ____ day of December, 1998, and affirm that the statements made herein are true under the penalties of perjury.

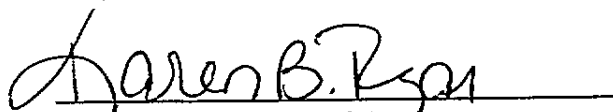
Timothy G. Bruer, President

Diane Wood, Secretary

**ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT**


The undersigned, having been named the Registered Agent of Nonni's Food Company, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

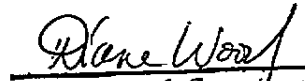
Corporation Service Company


As agent for Registered Agent

Dated: December 17, 1998


IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed by the President and the Secretary of the Corporation this ___ day of December, 1998, and affirm that the statements made herein are true under the penalties of perjury.


Timothy G. Bruer, President


Diane Wood, Secretary

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed by the President and the Secretary of the Corporation this ____ day of December, 1998, and affirm that the statements made herein are true under the penalties of perjury.


Timothy G. Bruer, President


Diane Wood, Secretary

MIAMI/TAYLOR/1005199/jm7011.DOC/12/15/98/99999.651531