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January 23, 1995

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The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: MANDALAY FOOD ENTERPRISES, INC.

Dear Sir:

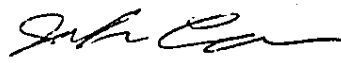
Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,


John Carassas, Esq.

JC/kep

Enclosures

FILED
1995 JAN 26 13 10 09
TALLAHASSEE, FLORIDA

9081/12/195
P95-7890

**ARTICLES OF INCORPORATION
OF
MANDALAY FOOD ENTERPRISES, INC.**

FILED
1995 JAN 26 PM 08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned natural person, for the purpose of forming corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Mandalay Food Enterprises, Inc.

ARTICLE II

The street address of the initial principal office of the corporation is:

490 Mandalay Avenue
Clearwater FL 34630

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and shall have no par value.

ARTICLE VI

All issued stock [shall be held of record by not more than ten (10) persons or entities and] shall be issued and transferable only to persons or entities who are not non-resident alien.

ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

ARTICLE VIII

The street address of the initial registered office of the corporation is 600 Cleveland Street, Suite 760, Clearwater, FL 34615 and the name of the initial registered agent of the corporation at that address is John Carassas.

ARTICLE IX

The initial board of directors shall be comprised of the following:

John Carassas

ARTICLE X

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

John Carassas, Esq.
600 Cleveland Street, Suite 760
Clearwater, FL 34615

The undersigned has executed these Articles of Incorporation this 23rd day of January, 1995.


JOHN CARASSAS, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
1995 JUN 26 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MANDALAY FOOD ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

JOHN CARASSAS
600 CLEVELAND STREET, SUITE 760
CLEARWATER, FL 34615

SIGNATURE *John Carassas*

(Incorporator)

TITLE: Incorporator

DATE: 1/23/95

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE *John Carassas*

DATE: 1/23/95