

P95 0000/4989

EDUARDO ARANGO, P.A.
A PROFESSIONAL ASSOCIATION

1313 PONCE DE LEON BOULEVARD
SUITE 301
CORAL GABLES, FLORIDA 33134

February 20, 1995

TELEPHONE: (305) 441-0770
FAX: (305) 443-8023

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida

800001412708
-02/22/95--01049--015
***122.50 ***122.50

Re: Premier Brands International Corp.

Gentlemen:

With reference to the above captioned, enclosed please find:

a) Two (2) counterparts of the Articles of Incorporation of Premier Brands International Corp.

b) Our check for \$122.50 to cover your fees.

Please return a copy of the Articles to the undersigned showing the recording information.

Sincerely yours,

EDUARDO ARANGO

EA:ab
Encl.

2/22/95

FILED
1995 FEB 22 PM 3:00
TALLAHASSEE, FLORIDA

FILED

1995 FEB 22 PM 3:00

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PREMIER BRANDS INTERNATIONAL CORP.

ARTICLE I - NAME

The name of this corporation is:

PREMIER BRANDS INTERNATIONAL CORP.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 600 shares of common stock at \$1.00 par value per share.

Shareholders may not sell their shares of stock to third parties without first offering them in writing under the same terms and conditions to the other shareholders proportionately to their ownership of shares. Offerees shall have ten (10) days within which to accept or refuse to purchase, in writing.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

ADDRESS OF MAIN OFFICE AND REGISTERED AGENT

The street address of the main office of this corporation and its mailing address is: 126 Madeira Avenue
Coral Gables, Florida 33134

The name of the initial registered agent of this corporation and its address is: CARLOS ANLLO
126 Madeira Avenue
Coral Gables, Florida 33134

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
GLENN D. RAPHAEL	1012 Springside Way Louisville, KY 40223
JOSE E. DE LA TORRIENTE	2325 Alhambra Circle Coral Gables, FL 33134
CARLOS ANLLO	126 Madeira Avenue Coral Gables, FL 33134

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director

of officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that

he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

NAME
CARLOS ANLLO

ADDRESS
126 Madeira Avenue
Coral Gables, FL 33134

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

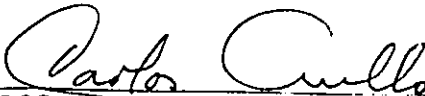
This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20 day of February, 1995.


CARLOS ANLLO
Subscriber

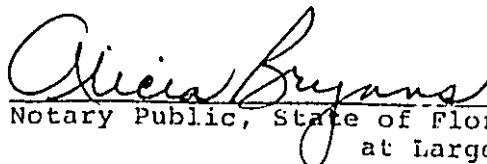
STATE OF FLORIDA :
: SS:
COUNTY OF DADE :

BEFORE ME, the undersigned Notary Public authorized
to take acknowledgments in the State and County set forth
above, personally appeared

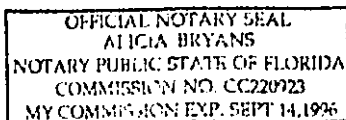
CARLOS ANLLO

known to me and known by me to be the person who executed
the foregoing Articles of Incorporation and he acknowledged
before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 20 day of February, 1995.


Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED

1995 FEB 22 PM 3:00

STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 48.091, Florida Statute,

the following is submitted:

First-- That PREMIER BRANDS INTERNATIONAL CORP.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at the City of Coral Gables, County of Dade,
State of Florida, has named CARLOS ANLLO
whose address is 126 Madeira Avenue
City of Coral Gables, County of Dade, State
of Florida, as its agent to accept services of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping
open said office.

By:

Carlos Anllo
CARLOS ANLLO
REGISTERED AGENT