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(((H95000004961)))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE IT COMPANY
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FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

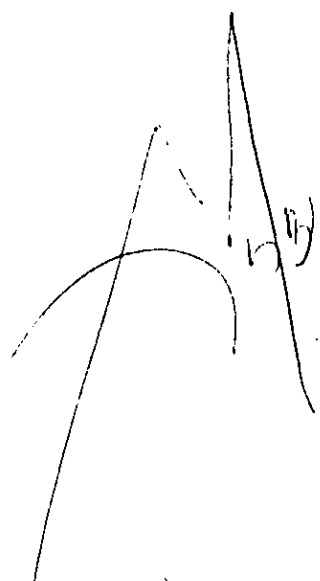
NAME: FOODALICIOUS, INC.
FAX AUDIT NUMBER: H95000004961
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FILED
95 MAY -3 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



04:11:00

ARTICLES OF INCORPORATION
OF
FOODALICIOUS, INC.

FILED
25 MAY - 3 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is FOODALICIOUS, INC. and its principal place of business is 2055 N.E. 151st Street, North Miami, Florida 33162

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Laura Bolch, Esquire
Florida Bar No. 764477
Wampler, Buchanan & Green, P.A.
777 Brickell Avenue, Suite 800
Miami, FL 33121
Phone: (305) 577-0044/Fax (305) 577-8545

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ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 7,500 Shares of Common Stock of One Dollar (\$1.00) per value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this Corporation and his address is as follows: Laurie Bolch, Esquire, Wampler, Buchanan & Braen, P.A., 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than three (3) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have three (3) Directors. The names and addresses of the initial Directors are as follows:

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NAME

ADDRESS

Amy B. Tarras
Director/President

2930 Day Avenue, N-102
Coconut Grove, Florida 33133

Karen Cole
Director/Vice President

229 S.W. 30th Road
Miami, Florida 33129

Maurice Tarras
Director/Secretary

2930 Day Avenue, N-102
Coconut Grove, FL 33133

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation is as follows: Laurie Bolch, Esquire, 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

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2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders 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.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this _____ day of May, 1995.


Laurie Bolch
Incorporator

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STATE OF FLORIDA)
: ss.
COUNTY OF DADE)

BEFORE ME the undersigned authority, personally appeared Laurie Bolch, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and she has freely and voluntarily acknowledged before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 22 day of May, 1995.

NOTARY PUBLIC:

Sign:

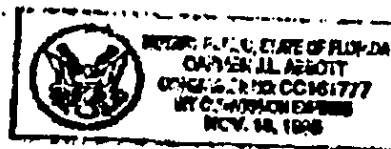
Carmen J. L. Abbott

Print:

Carmen J. L. Abbott

State of Florida at Large

My Commission Expires:



Personally Known X or

Produced Identification _____

Type of Identification Produced _____


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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: FOODALICIOUS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Laurie Bolch, Esquire, located at 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.


Laurie Bolch
Registered Agent

FILED
95 MAY -3 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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