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APRIL 11, 1995

UPS OVERNIGHT DELIVERY

STATE OF FLORIDA
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FL 32301

STICKE DATE
8-17-95

RE: ULTIMATE FLAVOR, INC.

600001564486
-06/18/95--01040--017
****122.50 ****122.50

GENTLEMEN:

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CAPTIONED CORPORATION. PLEASE FILE THE ORIGINAL IN YOUR OFFICES AND RETURN A CERTIFIED COPY TO THIS OFFICE.

I AM ALSO ENCLOSING MY CHECK IN THE AMOUNT OF \$122.50 COVERING:

FILING FEE	\$ 35.00
CERTIFICATE DESIGNATING RESIDENT AGENT	35.00
CERTIFIED COPY	52.50

\$122.50
=====

WITH WARM REGARDS, I REMAIN

VERY TRULY YOURS,

Frank V. Arpaia
FRANK V. ARPAIA

FVA/BAV

ENCLOSURES 3

55 AUG 18 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7/11/95

ARTICLES OF INCORPORATION
OF
ULTIMATE FLAVOR, INC.

8-17-95

THE UNDERSIGNED, DESIRING TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DOES HEREBY CERTIFY AS FOLLOWS:

I

NAME

THE NAME OF THIS CORPORATION SHALL BE:
ULTIMATE FLAVOR, INC.

II

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING ON THE DATE OF THE EXECUTION AND ACKNOWLEDGMENT OF THE ARTICLES OF INCORPORATION.

III

PURPOSE OF CORPORATION

THE PURPOSE IS TO ENGAGE IN ANY ACTIVITIES PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

FILED
55 AUG 18 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IV

CAPITAL STOCK

THE TOTAL NUMBER OF SHARES OF CAPITAL STOCK WHICH MAY BE ISSUED BY THIS CORPORATION SHALL BE 10,000 SHARES WHICH SHALL BE COMMON STOCK HAVING A PAR VALUE OF \$10.00 PER SHARE WHICH SHALL BE FULLY PAID AND NONASSESSABLE.

V

PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF 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.

VI

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS AND MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF THIS CORPORATION IS:

3320 7TH STREET CIRCLE W.
PALMETTO, FLORIDA 34221

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: VINCE ARRIGO.

VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

VINCE ARRIGO
3320 7TH STREET CIRCLE W.
PALMETTO, FL 34221

BRIAN ARRIGO
424 NEW MARKET ROAD
IMMOKALEE, FL 33934

VIII

INCORPORATORS

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION ARE:

VINCE ARRIGO
3320 7TH STREET CIRCLE W.
PALMETTO, FL 34221

IX

BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.

X

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

XI

AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A VOTE OF A MAJORITY OF THE SHAREHOLDERS, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

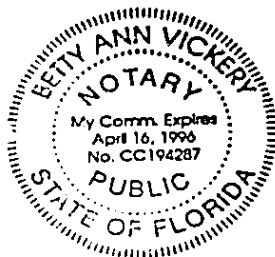
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 17 DAY OF AUGUST, 1995.

Vince Arrigo
VINCE ARRIGO

STATE OF FLORIDA)
COUNTY OF MANATEE)

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, PERSONALLY APPEARED VINCE ARRIGO, TO ME KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE SAME FOR THE PURPOSES STATED THEREIN.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 17 DAY OF AUGUST, 1995.



Betty Ann Vickery
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 4-16-96

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR ULTIMATE FLAVOR, INC. AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, PURSUANT TO CHAPTER 48.091 OF THE FLORIDA STATUTES, HEREBY ACCEPTS THIS DESIGNATION AND AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF THE ACT RELATIVE TO KEEPING THE REGISTERED OFFICE OF THE CORPORATION OPEN.


VINCE ARRIGO