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LAW OFFICES OF
A AGGRESSIVE ATTORNEYS
FEINMAN & FEINMAN
A PROFESSIONAL ASSOCIATION
SINCE 1900
EXECUTIVE COURT AT ISVENDARY
4300 NORTH UNIVERSITY DRIVE
LAUDERHILL, FLORIDA 33311

MICHAEL S. FEINMAN
DAVID I. FEINMAN
1-909-990

TELEPHONE (305) 741-2000
FAX (305) 741-2100
HOCALATON (407) 338-9881

July 25, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Re: Magic Foods, Inc.


Dear Sir:

Enclosed you will find two copies of the Articles of Incorporation of the above referenced corporation along with a check in the amount of \$122.50 representing the necessary filing fees and cots. Please return a Certified Copy back to our office.

Thank you for your courtesy and cooperation in this regard, and if you have any questions relating to this matter, please feel free to contact me.

Very truly yours,

FEINMAN & FEINMAN, P.A.


Michael S. Feinman

MSF:al
Enclosure
(ghaltch1.f/let2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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784, 562, 123, 1291
P 95-15550
B. REGISTER AUG 22 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 2, 1995

MICHAEL S FEINMAN, ESQUIRE
4300 N UNIVERSITY DRIVE
LAUDERHILL, FL 33351

SUBJECT: MAGIC FOODS, INC.
Ref. Number: W95000015580

We have received your document for MAGIC FOODS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 695A00036447

LAW OFFICES OF
ADDRESS: ATTORNEYS
FEINMAN & FEINMAN
A PROFESSIONAL ASSOCIATION
SOUTH FLORIDA
EXECUTIVE COURT AT INVERARRY
400 NORTH INVERARRY DRIVE
LAUDERHILL, FLORIDA 33301

MICHAEL S. FEINMAN
DAVID I. FEINMAN
908-6900

August 17, 1995

TELEPHONE (305) 741-0000
FAX (305) 741-0008
BOCA RATON (407) 338-6886

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Re: Magic Foods Distributors, Inc.

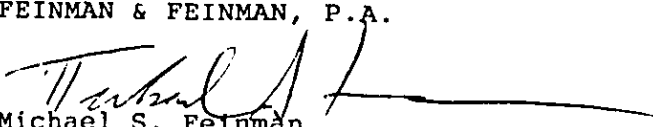
Dear Sir:

Enclosed please find corrected Articles of Incorporation. We have made the changes requested in your letter of August 2, 1995 (a copy of which letter is attached).

Thank you for your courtesy and cooperation in this regard, and if you have any questions relating to this matter, please feel free to contact me.

Very truly yours,

FEINMAN & FEINMAN, P.A.


Michael S. Feinman

MSF:dj
Enclosure
[ghaltch1.f/let1]

ARTICLES OF INCORPORATION
OF
MAGIC FOODS DISTRIBUTORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Magic Foods Distributors, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date the articles are filed by the Department of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Heidi K. Ghaltchi
10501 N.W. 50th Street
Sunrise, Florida 33351

The board of directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have not less than one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director(s) of this corporation and their street address is:

Sue L. Howland
Heidi K. Ghaltchi
10501 N.W. 50th Street
Sunrise, Florida 33351

The person(s) named as the initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these articles of incorporation as the incorporator is:

Heidi K. Ghaltchi
10501 N.W. 50th Street
Sunrise, Florida 33351

ARTICLE IX. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

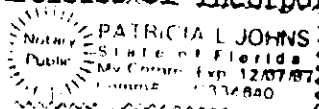
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing articles of incorporation on the 30 day of June, 1995.

Heidi K. Ghaltchi
Incorporator

STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public, personally appeared, Heidi K. Ghaltchi, to me known to be the person(s) described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 30 day of June, 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

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

DISTRIBUTORS
That MAGIC FOODS, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation, at 10501 N.W. 50th Street, Sunrise, Broward
County, State of Florida, 33351 has named Heidi K. Ghaltchi located at
10501 N.W. 50th Street, Sunrise, Broward County, Florida 33351, as its
agent to accept service of process within this state.

Heidi K. Ghaltchi
By: Heidi K. Ghaltchi, Incorporator
Dated: June 30, 1995

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, the
undersigned agrees to act in this capacity, and agrees to comply with
provisions of Florida law relative to keeping the designated office
open.

Heidi K. Ghaltchi
Registered Agent

By: Heidi K. Ghaltchi
Heidi K. Ghaltchi

[BUSINESS\GHALTCHI]

June 22, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA