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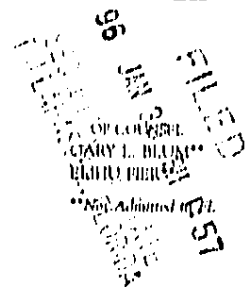
THE LAW FIRM OF
GILLESPIE & ALLISON, P.A.

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R. BOWEN GILLESPIE III
DONALD M. ALLISON*
BERKELEY M. PARKMEER

*Also Admitted in Arizona & California



Via Federal Express Overnight

January 29, 1996

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Unbelievable Foods, Inc.

Gentlemen:

Relative to the above corporation, filed with the Department of State for incorporation October 28, 1992, we enclose the following:

(a) Articles of Amendment dated January 22, 1996, changing the registered address of the corporation pursuant to Section 617.0502 and changing the name of the corporation pursuant to 617.1001, 617.1002 and 617.1006 of the Florida Statutes. The change of name is from Unbelievable Foods, Inc. to Martha's Unbelievable Foods, Inc. The name Martha's Unbelievable Foods, Inc. was reserved with the Department of State in December, 1995 upon application of the undersigned and payment of a \$35.00 fee.

(b) New Articles of Incorporation dated December 29, 1995 for a corporation utilizing the name Unbelievable Foods, Inc.

(c) Check to the Secretary of State for \$192.50 to cover:
(i) \$35.00 for change of registered office;
(ii) \$35.00 for Amendment to Articles of Incorporation;
(iii) \$87.50 for registered name of corporation being filed;
(iv) \$35.00 for Designation of and acceptance by Registered Agent.

We request the Department of State to utilize the reserved name "Martha's Unbelievable Foods, Inc. for the existing corporation formed in 1992 and utilize the "Unbelievable Foods, Inc." for the corporation formed by the enclosed Articles of Incorporation dated December 29, 1995.

Respectfully submitted

Gillsepie & Allison, P.A.

By: Gary L. Blum
Gary L. Blum, of Counsel

GLB:Encl.

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New Draft
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ARTICLES OF INCORPORATION
OF
UNBELIEVABLE FOODS, INC.

FILED
96 JAN 30 PM 1:57
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe and file the following Articles of Incorporation:

ARTICLE I
NAME, ADDRESS, INITIAL REGISTERED OFFICE

The name of the Corporation is UNBELIEVABLE FOODS, INC. and its mailing and street address and initial registered office is 60 North Federal Highway, Boca Raton, Florida 33432. The Board of Directors of the Corporation may from time to time, determine to move the principal or registered office of the Corporation either within or without the State of Florida.

ARTICLE II
POWERS AND NATURE OF BUSINESS

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time and is formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

b. To generally have and exercise all powers, rights, and privileges necessary and incident to carrying out properly, the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes

or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III
TERM OF EXISTENCE

The Corporation shall have perpetual existence unless soon dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV
INITIAL REGISTERED AGENT

The initial registered agent of the Corporation is Martha A. Blum at the initial registered office of the Corporation.

ARTICLE IV
DIRECTORS

The Corporation shall initially have one director. The number of directors of the Corporation's Board of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Martha A. Blum	60 North Federal Highway, Boca Raton, Florida, 33432

ARTICLE V
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of the Board of Directors and meetings of the

Board of Directors may be conducted in person and/or by telephone conference communication. If a quorum is present in person and/or by telephone conference communication, the affirmative vote of a majority of the directors present in person and/or by telephone conference communication, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting in person and/or by telephone conference communication, shall be the act of the Board of Directors. The By-Laws of the Corporation may provide that the directors terms be staggered in duration and directors need not be shareholders of the Corporation or residents of the State of Florida.

ARTICLE VI
QUORUM AND VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders, but in no event shall a quorum consist of less than forty (40%) percent of the shares entitled to vote. If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast by the holders of the shares represented at the meeting and entitled to vote on the subject matter favoring the action exceed the votes cast opposing the action. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Each shareholder who is entitled to vote at an election of directors has the right to vote the number of shares owned, for as many persons

as there are directors to be elected and for whose election the shareholder has a right to vote.

ARTICLE VII
CAPITAL STOCK

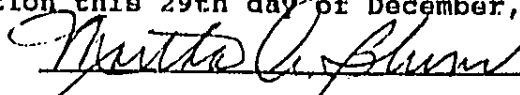
The Corporation is authorized to issue 30,000,000 shares of \$0.01 cent par value common stock, which shall be designated "Common Stock". Common Stock shares of the Corporation do not have pre-emptive rights and are not cumulative voting shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall have the power to indemnify pursuant to Section 607.0850 of the Florida Statutes now or hereafter in affect, any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good

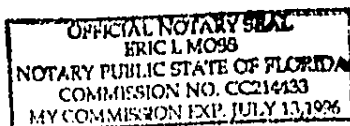
faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

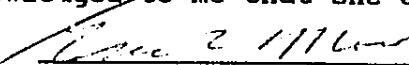
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of December, 1995.


MARTHA A. BLUM, INCORPORATOR

State of Florida)
) ss
County of Palm Beach)

On this the 29th day of December, 1995, before me, undersigned Notary Public of the State of Florida, personally appeared MARTHA A. BLUM, personally known to me and who produced a Drivers' License, and whose name is subscribed to the within instrument, and she acknowledged to me that she executed it.



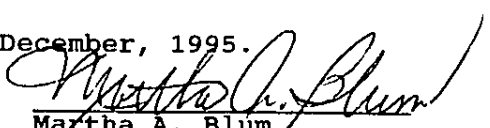

Notary Public State of Florida

My Commission Expires: 7-13-96

CERTIFICATE OF REGISTERED AGENT

I, MARTHA A. BLUM, having been named as registered agent of UNBELIEVABLE FOODS, INC., the Corporation which executed the foregoing Articles of Incorporation dated December 29, 1995, agreed to act in the capacity as registered agent, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, of the Florida Statutes.

Dated this 29th day of December, 1995.


Martha A. Blum
Registered Agent