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GERALD M. KUCHINSKY
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FILED

96 MAR 11 AM 10:52

SECRET - SECURITY DIVISION
TALLAHASSEE, FLORIDA
TELEPHONE (904) 492-7900

GERALD M. KUCHINSKY

March 7, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

SECRET - SECURITY DIVISION
-03/12/96--01063--009
****122.50 ****122.50

RE: INCORPORATION OF MOM'S DELITE, INCORPORATED

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation regarding the above referenced corporation together with our check in the amount of \$122.50 representing payment.

Please return one certified copy of the Articles of Incorporation to this office as soon as possible. We have enclosed a stamped self-addressed envelope for your convenience.

Your anticipated cooperation in this regard is greatly appreciated.

Very truly yours,


GERALD M. KUCHINSKY

GMK/mgc

Enc.

3-15-96
td

**ARTICLES OF INCORPORATION
OF
MOM'S DELITE, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MOM'S DELITE, INCORPORATED, located at 1605 North State Road 7, Lauderhill, Florida 33313.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1605 North State Road 7, Lauderhill, Florida, and the name of the initial registered agent of this corporation at that address is Elisa Pike.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation is:

ELISA PIKE

1605 North State Road 7
Lauderhill, Florida 33313

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

ELISA PIKE

1605 North State Road 7
Lauderhill, Florida 33313

ARTICLE IX - INDEMNIFICATION

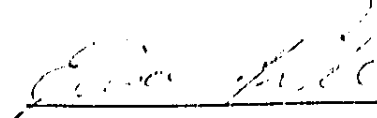
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, or any amendment hereto, 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 29th day of February, 1996.

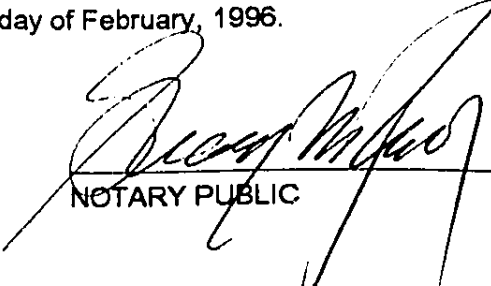


ELISA PIKE

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ELISA PIKE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29th day of February, 1996.



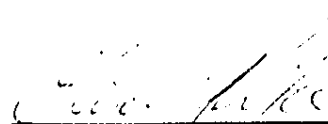
NOTARY PUBLIC

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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

That MOM'S DELITE, INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, has named ELISA PIKE as its Registered Agent to accept service of process within Florida at 1605 North State Road 7, Lauderhill, Florida 33313, which address is also designated as the registered office of the corporation first mentioned above.

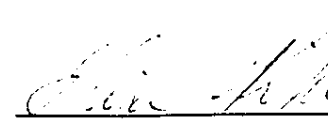


ELISA PIKE

DATED: FEBRUARY 29, 1996.

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TALLAHASSEE, FLORIDA

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated in this Certification, ELISA PIKE hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



ELISA PIKE

DATED: FEBRUARY 29, 1996.