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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: SOUTH BEACH GOURMET, INC.
AUDIT NUMBER.....H98000013857
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 28, 1998

SOUTH BEACH GOURMET, INC.
300 SOUTH POINTE DRIVE
SUITE 2104
SOUTH BEACH, FL 33139

SUBJECT: SOUTH BEACH GOURMET, INC.
REF: P96000051247

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- ① The date of adoption of each amendment must be included in the document.
- ② If shareholder approval was not required, a statement to that effect must be contained in the document.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H98000013857
Letter Number: 498A00039648

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H98000013857

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH BEACH GOURMET, INC.

FILED
98 JUL 29 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of South Beach Gourmet, Inc., a corporation duly organized to do business under the laws of the State of Florida with its Articles of Incorporation having been filed on June 14, 1996, are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME

The name of the corporation (hereinafter referred to as the "Corporation") is South Beach Gourmet, Inc.

ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Corporation is 300 South Pointe Drive, Suite 2104, South Beach, Florida 33139, or in any other city in the State of Florida designated by the Board of Directors from time to time. The name of the Corporation's registered agent in the State of Florida is Anthony R. Joyce, and the address of the Corporation is registered office is 300 South Beach Pointe Drive, Suite 2104, South Beach, Florida 33139.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

THIS DOCUMENT PREPARED BY:
KATHLEEN L. DEUTSCH, P.A.
Florida Bar No. 0571891
201 S. Biscayne Boulevard
Suite 3000
Miami, Florida 33131
(305) 373-9431

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**ARTICLE IV
TERM**

The Corporation shall have perpetual existence.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue 1,000,000 shares of common stock, par value \$.001 per share.

**ARTICLE VI
DIRECTORS**

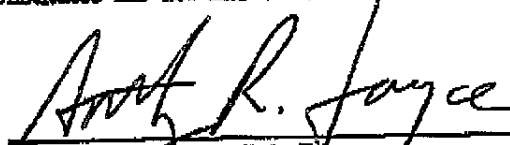
The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one.

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned, as Sole Director of South Beach Gourmer, Inc., does hereby execute these Amended and Restated Articles of Incorporation, and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.

Dare: July 15, 1998



Anthony R. Joyce, Sole Director

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CERTIFICATE OF APPROVAL BY SOLE DIRECTOR

THE UNDERSIGNED, Anthony R. Joyce, Sole Director of South Beach Gourmet, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certifies, as such Director and under the seal of said Corporation, that the Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached, were approved by the Board of Directors pursuant to Sections 607.1005 and 607.0821, of the Florida Business Corporation Act, that such Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them, and that the Amended and Restated Articles of Incorporation are the duly adopted act of said Corporation. Adoption was on July 23, 1998 and there are no shareholders of the Corporation.

WITNESS my hand and the seal of South Beach Gourmet, Inc., on this 23 day of July, 1998.


Anthony R. Joyce, Sole Director

(CORPORATE SEAL)

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