

09/05/1996

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ARIE MREJEN

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: ARIE MREJEN, P.A.
072100000432

ACCT#:

CONTACT: ARIE MREJEN
PHONE: (954)747-9780
(954)747-9781

FAX #:

NAME: ETHNIC INTERNATIONAL FAVORITE FOODS, INC.

AUDIT NUMBER.....H96000012441

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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**ARTICLES OF INCORPORATION
OF
ETHNIC INTERNATIONAL FAVORITE FOODS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is : **ETHNIC INTERNATIONAL FAVORITE FOODS, INC.**

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is
c/o P.O. BOX 5082, FORT LAUDERDALE, FLORIDA 33310

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is ONE THOUSAND (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

THIS INSTRUMENT PREPARED BY:
ARIE MREJEN, ESQ.
8360 WEST OAKLAND PARK BLVD., SUITE 307
SUNRISE, FLORIDA 33351
TEL: (954)747-9780
FAX: (954) 747-9781
FLORIDA BAR NO. 907219

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TALLAHASSEE, FLORIDA

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ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is **ARIE MREJEN, P.A., 8360 West Okaland Park Blvd., Suite 307, Sunrise, Florida 33351.**

ARTICLE VII: DURATION

The duration of the corporation is perpetual.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the INITIAL Board of Directors is one(1). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

ELI KADOCH

**P.O. BOX 5082,
Fort Lauderdale, Florida 33310**

ARTICLE IX: INCORPORATOR

The name of the incorporator is Arie Mrejen, P.A., 8360 West Okaland Park Blvd., Suite 307, Sunrise, Florida 33351

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ARTICLE X: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

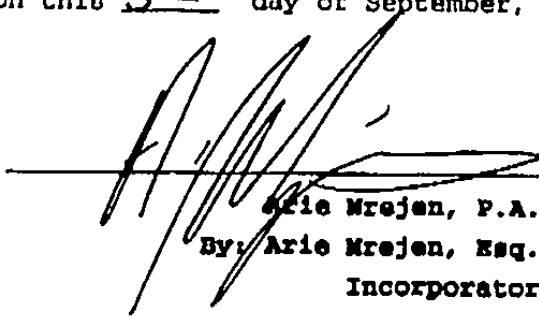
ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5TH day of September, 1996.


Arie Mrejen, P.A.
By: Arie Mrejen, Esq.
Incorporator

H96000012441

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is **ETHNIC INTERNATIONAL FAVORITE FOODS, INC.**

2. The name and address of the registered agent is **ARIE MREJEN, P.A. 8360 West Okaland Park Blvd., Suite 307, Sunrise, Florida 33351.**

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


**ARIE MREJEN, P.A.
BY: ARIE MREJEN, ESQ.,
REGISTERED AGENT**

September 5, 1996

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10/27/96
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P96000074016

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000015174 1))

TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: ARIE MREJEN, P.A.
072100000432

ACCT#:

CONTACT: ARIE MREJEN
PHONE: (954)747-9780

FAX #:

(954)771-3047

NAME: ETHNIC INTERNATIONAL FAVORITE FOODS, INC.

AUDIT NUMBER.....H96000015174

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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96 OCT 29 PM 3:36
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 29, 1996

ETHNIC INTERNATIONAL FAVORITE FOODS, INC.
C/O POST OFFICE BOX 5082
FORT LAUDERDALE, FL 33310

SUBJECT: ETHNIC INTERNATIONAL FAVORITE FOODS, INC.
REF: P96000074016

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

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If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000015174
Letter Number: 096A00049739

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ETHNIC INTERNATIONAL FAVORITE FOODS,
INC..**


Pursuant to the provisions of Section 607.1006, Florida Statutes, the corporation adopts the following articles of amendment to its articles of incorporation of **ETHNIC INTERNATIONAL FAVORITE FOODS, INC.**, Document #P96000074016, a Florida corporation, by unanimous consent of the shareholders of the corporation and the Board of Directors of the corporation.

1. Article I is hereby amended to read as follows:

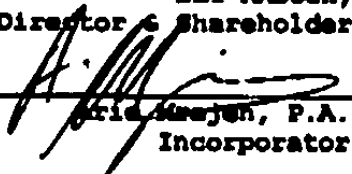
Article I - Name: The name of the corporation shall be **ETNIK INVESTMENTS AND MANAGEMENT, INC.**

2. The forgoing amendment to the articles of incorporation was adopted by the board of directors and by the shareholders of corporation on 10/29/1996.

In witness whereof, the undersigned directors and shareholders of this corporation have executed these articles of amendment on this 29 day of October, 1996.



ELI KADOCH,
SOLE Director & Shareholder



Arie Mrejen, P.A.
Incorporator

Articles of Amendment - ETHNIC INT.
29-Oct-96

THIS INSTRUMENT PREPARED BY:

ARIE MREJEN, P.A.

701 W. CYPRESS CREEK RD., SUITE 302

FORT LAUDERDALE, FL 33309

TEL: 954-771-3740

FAX: 954-771-3047

FLORIDA BAR NO. 907219

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