

(LETTER OF TRANSMITTAL)

9600076390

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
SEP 12 1996
TALLAHASSEE, FL 32314

Re: Ophelia's Food, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Bruce Cannon
(individual's name)

Ophelia's Food, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION

105 41st Court

Vero Beach, Florida 32968

PHONE

(561) 569 4618

Area Code

Number

Ext.

9/13

ARTICLES OF INCORPORATION

of

Ophelia's Food, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Ophelia's Food, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	John P. Kistler, Jr.		
ADDRESS	105 41st Court		
CITY	Vero Beach,	FLORIDA	ZIP 32968

The principal office, if known, or the mailing address of the corporation is:

NAME	Ophelia's Food, Inc.		
ADDRESS	105 41st Court		
CITY	Vero Beach,	FLORIDA	ZIP 32968

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:


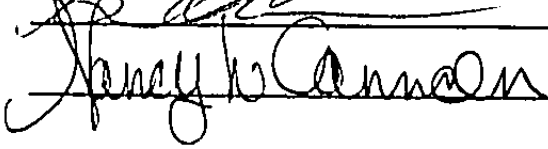
NAME	Bruce A. Cannon		
ADDRESS	5785 35th Street		
CITY	Vero Beach,	STATE Florida	ZIP 32960
NAME	Nancy L. Cannon		
ADDRESS	5785 35th Street		
CITY	Vero Beach,	STATE Florida	ZIP 32960
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Bruce A. Cannon		
ADDRESS	5785 35th Street		
CITY	Vero Beach,	STATE	Florida ZIP 32960
NAME	Nancy L. Cannon		
ADDRESS	5785 35th Street		
CITY	Vero Beach,	STATE	Florida ZIP 32960
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd day of September, 1996.

 (Seal)
 (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Ophelia's Food, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 105 41st Court

Vero Beach, Florida 32968

has named John P. Kistler, Jr.

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

SECRETARY OF STATE
FLORIDA

96 SEP 12 PM 12:41

FILED

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

John P. Kistler Jr.
(registered agent)