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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CO7 COLLINS AVENUE FOODS, INC.

AUDIT NUMBER.....H96000014330

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

196A -46386

10-11-96

[Signature]

ARTICLES OF INCORPORATION.
OF
COLLINS AVENUE FOODS, INC.

H96000014330

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FALL 1996
STATE
FLORIDA

ARTICLE I

The name of this corporation shall be COLLINS AVENUE FOODS, INC.

ARTICLE II

The term of existence of the Corporation is perpetual, unless sooner dissolved according to law. The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

This purpose for which the Corporation is organized is the transaction of any and any lawful business for which corporations may be organized to transact, and to do such other things as are incidental, necessary or desirable in order to accomplish the same.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, having a One Dollar (\$1.00) par value per share; each share having identical rights and privileges in every respect. The Corporation is authorized to hold any and all unissued stock.

ARTICLE V

The street address of the Corporation's principal office and mailing address is: 7100 Collins Avenue, Miami Beach, FL 33141.

ARTICLE VI

The street address of the initial registered office of the Corporation is the same address as the Corporation's principal

Richard F. Joyce III / FBN. 915701
9555 N. Kendall Dr. (305) 275-8606
Miami, FL 33176

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Articles of Incorporation
Sunny Isles Foods, Inc.

office, and the name of the initial registered agent of the Corporation at this address is: EMILIO CARRERA, JR.

ARTICLE VII

The management and exercise of corporate powers is to be carried on by the below named shareholders of this Corporation, who are also appointed the officers of the Corporation as designated.

EMILIO CARRERA, JR. - President
HILDA I. CARRERA - Secretary / Treasurer

ARTICLE VIII

The shareholders reserve the right to themselves as shareholders to fix any compensation of officers and/or agents they may name to carry on the business of the Corporation.

ARTICLE IX

The Corporation may indemnify and hold harmless any and all officers to the full extent permitted by law.

ARTICLE X

The Corporation shall not have a Board of Directors as permitted by Section 607.0732 of the Florida Statutes.

Any action required or permitted to be taken by the officer/ shareholder(s) under any provision of law shall bind the Corporation.

ARTICLE XI

The shareholders of the Corporation shall adopt By-Laws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United

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States and the State of Florida. The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders subject to the procedure set forth in the By-Laws.

ARTICLE XII

The shareholders of the Corporation shall include in the By-Laws or enter into an agreement for, restrictions regarding the sale, transfer or other disposition of any of the outstanding or unissued stock of the Corporation by the shareholders.

ARTICLE XIV

The shareholders expressly reserve the right to dissent to any merger.

ARTICLE XIV

The name and addresses of the persons signing the Articles of Incorporation are:


EMILIO CABRERA

4770 Biscayne Boulevard
Miami, Florida 33131

HILDA I. CABRERA

4770 Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on October 10, 1996.


EMILIO CABRERA, JR., President


HILDA I. CABRERA, Secretary / Treasurer

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared,

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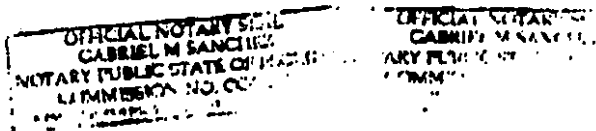
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Articles of Incorporation
Sunny Isles Foods, Inc.

EMILIO CABRERA, JR. and HILDA I. CABRERA, who are personally known to me and who executed the foregoing Certificate of Incorporation of COLLINS AVENUE FOODS, INC. and they have acknowledged before me that they has executed the same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on October 10, 1996.


GABRIEL M. SANCHEZ
Notary Public, State of Florida



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Articles of Incorporation
Sunny Isles Foods, Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
THE AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That COLLINS AVENUE FOODS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7100 Collins Avenue, Miami Beach, Florida 33141, in Dade County, Florida, has named, EMILIO CARRERA, JR., located at 7100 Collins Avenue, Miami Beach, Florida 33141, as its Agent to accept service of process within Florida.

DATED: October 10, 1996.

COLLINS AVENUE FOODS, INC.

By: *Emilio Carrera, Jr.*
EMILIO CARRERA, JR.
TITLE: President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 10, 1996.

REGISTERED AGENT

By: *Emilio Carrera, Jr.*
EMILIO CARRERA, JR.

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