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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: A & A GOURMET FOODS, INC.

AUDIT NUMBER.....H96000016704

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

ARTICLE I. CORPORATE NAME

The name of the corporation is: **A & A Gourmet Foods, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall be in perpetual existence. The effective date of this Corporation shall be the date of its registration with the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be:

Registered Agent: **A.J. Hurwitz**

Address: **11211 S. Military Trail Ste. 514
Boynton Beach, Fla. 33436**

Principle Office: **11211 S. Military Trail Ste. 514
Boynton Beach, Fla. 33436**

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

Prepared by:
Beth-Helen Wolff, Esquire
8100 N. University Drive
Tamarac, Florida 33321
Florida Bar. No. 968086

Prepared by:
Beth Helen. Wolff, Esq.
8100 N. University Dr.
Tamarac, FL 33321
FBN - 868086
(954) 724-2000

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**ARTICLE VI.
BOARD OF DIRECTORS**

This Corporation shall have one(1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

**ARTICLE VII.
INITIAL DIRECTORS****Name:****Address:**

Abby Cyd Fricmor, President

11211 S. Military Trail Ste. 514
Boynton Beach, Fla. 33436

A. J. Hurwitz, Vice President

11211 S. Military Trail Ste. 514
Boynton Beach, Fla. 33436**ARTICLE VIII.
INCORPORATOR**

The name and address of the person signing these Article is:

Name:**Address:**

A. J. Hurwitz, Vice President

11211 S. Military Trail Ste. 514
Boynton Beach, Fla. 33436**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**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a least a majority of the stockholders entitled to vote, unless all the of the directors and all of the stockholders sign a written statement manifesting

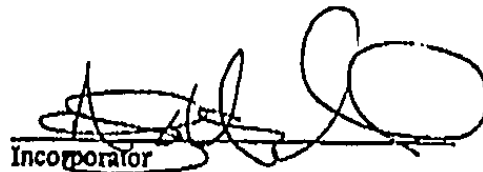
Prepared by:
Beth-Helen Wolfe, Esquire
8100 N. University Drive
Tampa, Florida 33621
Florida Bar. No.: 866064

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their intention that a certain amendment to these Article of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation on this 21st day of NOVEMBER, 1996.

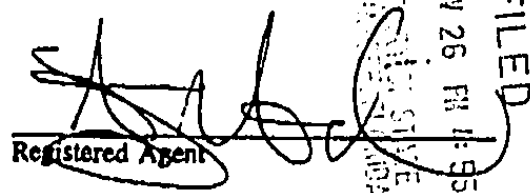

Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Florida Statutes, Section 607 and Section 48.091, the following is submitted in compliance with said Sections.

A & A Gourmet Foods, Inc., desiring to organize under the laws of the State of Florida, designates as its agent to accept process within the State, A. J. Hurwitz, with its agent's office as indicated in the Certificate of Incorporation, at 11211 S. Military Trail, Ste. 514, Boyton Beach, Fla. 33436.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above named Corporation, at the place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping said office open.


Registered Agent

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

STATE OF FLORIDA }

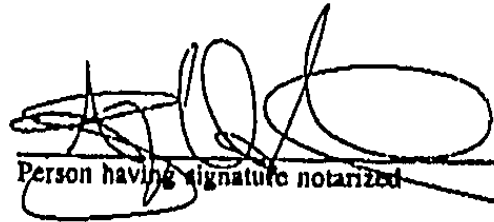
COUNTY OF BROWARD }

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, the incorporator, A. J. Hurwitz, who produced his/her Florida Driver's License number is personally known to me

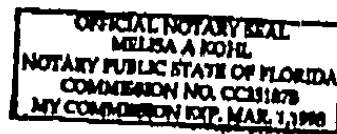
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as identification, and who is known to me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledge before me that he/she executed those Article of Incorporation.



Person having signature notarized



Melissa A. Kohl
Notary Public

My Commission Expires:

Prepared by:
Beth-Malen Wadde, Esquire
8100 N. University Drive
Tamarac, Florida 33321
Florida Bar, No. 066094

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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