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**ARTICLES OF INCORPORATION
OF
LIGHTERSIDE FOODS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is LIGHTERSIDE FOODS, INC.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the corporation shall be:

100 East Linton Boulevard
Suite 407B
Delray Beach, FL 33483

Article V

Capital Stock

The total number of shares of all classes of stock which the corporation shall have authority to issue is 12,000,000 shares, consisting of 10,000,000 shares of common stock, par value \$.001 per share ("Common Stock"), and 2,000,000 shares of Preferred Stock, par value

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\$.001 per share ("Preferred Stock"). The Board of Directors shall have authority by resolution to issue the shares of Preferred Stock from time to time on such terms as it may determine and to divide the Preferred Stock into one or more series and, in connection with the creation of any such series, to determine and fix by the resolution or resolutions providing for the issuance of shares thereof:

(a) the distinctive designation of such series, the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors, and the stated value thereof, if different from the par value thereof;

(b) the dividend rate, the times of payment of dividends on the shares of such series, whether dividends shall be cumulative, and, if so, from what date or dates, and the preference or relation which such dividends will bear to the dividends payable on any shares of stock of any other class or any other series of this class;

(c) the price or prices at which, and the terms and conditions on which, the shares of such series may be redeemed;

(d) whether or not the shares of such series shall be entitled to the benefit of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the terms and provisions relative to the operation thereof;

(e) whether or not the shares of such series shall be convertible into, or exchangeable for, any other shares of stock of the corporation or any other securities and, if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments thereof, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(f) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the corporation;

(g) whether or not the shares of such series shall have priority over or parity with or be junior to the shares of any other class or series in any respect, or shall be entitled to the benefit of limitations restricting (i) the creation of indebtedness of the corporation, (ii) the issuance of shares of any other class or series having priority over or being on a parity with the shares of such series in any respect, or (iii) the payment of dividends on, the making of other distributions in respect of, or the purchase or redemption of shares of any other class or series

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on a parity with or ranking junior to the shares of such series as to dividends or assets, and the terms of any such restrictions, or any other restriction with respect to shares of any other class or series on a parity with or ranking junior to the shares of such series in any respect;

(h) whether such series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights, which may be general or limited; and

(i) any other powers, preferences, privileges, and relative, participating, optional, or other special rights of such series, and the qualifications, limitations or restrictions thereof, to the full extent now or hereafter permitted by law.

The powers, preferences and relative, participating, option and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

Article VI

Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 100 East Linton Boulevard, Suite 407B, Delray Beach, FL 33483 and the name of the initial registered agent of the corporation at that address is Marcus H. Shively.

Article VII

Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Theodore Barash
100 East Linton Boulevard
Suite 407B
Delray Beach, FL 33483

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Article VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

Marcus H. Shively
100 East Linton Boulevard
Suite 407B
Delray Beach, FL 33483

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

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Article XI
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of January, 1997.




Marcus H. Shively
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE 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.



Marcus H. Shively
Registered Agent
Dated: January 10, 1997

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