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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EUROPEAN FOOD EXCHANGE CORP.

AUDIT NUMBER.....H97000001704

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

CERT. OF STATUS..0

PAGES..... 4

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EMPIRE CORPORATE KIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(4)

ARTICLES OF INCORPORATION

OF

EUROPEAN FOOD EXCHANGE CORP

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

ARTICLE I NAME

The name of the corporation shall be: EUROPEAN FOOD-EXCHANGE CORP

The principal place of business of this corporation shall be:

5573 N.W. 72nd. Avenue, Miami, Florida 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1. authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE
3849 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 341-3980

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

CHANTANA NITHAKORN, PRESIDENT

5573 NW 72nd. Ave
Miami, Florida 33166

MICHAEL FRANZ, VCE PRES.

5573 NW 72nd. Ave
Miami, Florida 33166**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

CHANTANA NITHAKORN

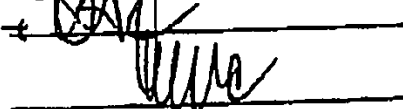
5573 N.W. 72nd. Ave
Miami, Florida 33166

MICHAEL FRANZ

5573 N.W. 72nd. Ave
Miami, Florida 33166

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 29 day of January, 19 97

Signature(s) of Incorporator(s)



JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: EUROPEAN FOOD EXCHANGE CORP

2. The name and address of the registered agent and office is:

CHANTANA NITHAKORN

5573 N.W. 72nd. Avenue

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33166

(CITY/STATE/ZIP)

SIGNATURE 
(Corporate Officer)

TITLE PRESIDENT

DATE January 29, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(Registered Agent)

DATE January 29, 1997

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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