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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: FANTASSY OF ~~MIAMI~~, ^{Tallah}ONC.

AUDIT NUMBER.....H97000001923

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

FANTASY OF HIALEAH, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

FANTASY OF HIALEAH, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a) For the designing, preparing cakes, preserves, confitures, fruit preserved in sirup, sweetish, and alike.

b) Generally, to make and perform contracts of any kind and description relative to the operations, orders from private persons or business enterprises, at wholesale and/or retail, and for the purpose of attaining any of the objects of the corporation, to purchase, sell, own, hold, import, export general merchandise, personal property of every kind, nature and description wheresoever located, both tangible and intangible, and including choses in action, either as owner, broker or factor.

c) In the purchase, sell or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

JESUS VALDEZ, ACCOUNTANT
4244 SW 7th St.
Miami, FL 33135

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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d) To engage in any and all lawful activity and to institute, participate and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue THREE HUNDRED (300) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial office of this corporation, which at same time is the mailing address shall be 3651 West 16th Avenue Hialeah, Florida 33012, and the name of the initial registered agent of this corporation is JOHN A. BARRERA.

ARTICLE VIII - 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.

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The name and address of the initial directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
ELENA C. DE BARRERA President, Secretary	5785 NW 3RD STREET Miami, Florida 33126
JOHN A. BARRERA Treasurer-Vice Pres.	5785 NW 3RD STREET Miami, Florida 33126

ARTICLE IX -- AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The private property of the shareholders of this corporation shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 2nd day of January, 1997.


ELENA C. DE BARRERA
President-Secretary


JOHN A. BARRERA
Treas.-Vice-Pres.

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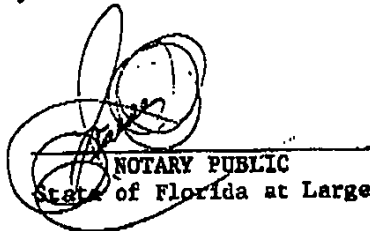
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared ELENA C. DE BARRERA and JOHN A. BARRERA, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 2nd day of the month of January, 1997.



MY COMMISSION EXPIRES:



HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR FANTASY OF HIALEAH, INC., 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.

SIGNED THIS 2ND DAY OF JANUARY, 1997.


JOHN A. BARRERA
RESIDENT AGENT

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TALLAHASSEE, FLORIDA

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