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A Partnership of Professional Associations

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* NOT LICENSED IN FLORIDA LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

March 31, 1997

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*****35.00 *****35.00

Florida Secretary of State
Corporate Records Bureau
409 East Gains Street
Tallahassee, Florida 32399

Re: Amended and Restated Articles of Incorporation of: ISLAND
FLAVORS, INC.

Dear Sir/Madame:

Enclosed please find an Original and one copy of the Amended and Restated Articles of Incorporation and Certificate of Incorporator for the above referenced corporation. Also enclosed please find a check in the amount of \$35.00 representing the filing fee for the above.

Please forward to us a copy of the filed amendment in the enclosed self-addressed envelope.

Thank you for your assistance in this matter. Should you need to contact me please call me at (305) 442-2249.

Sincerely,

Dulce Gomez
Dulce Gomez
Legal Assistant

dg

Encls.

151410
Amended Articles of Incorporation
1997
E. Gomez
JK

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ISLAND FLAVORS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ISLAND FLAVORS, INC.

The address of the principal office of this corporation shall be 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation is Deborah Mordecai Edwards whose address is 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

Paulita Johnson
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134

ARTICLE VIII. OFFICERS

The names and address of the initial officer(s) of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed are/is:

Paulita Johnson
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134
President/Secretary/Treasurer

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Deborah Mordecai Edwards
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 31st day of March, 1997.


DEBORAH MORDECAI EDWARDS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

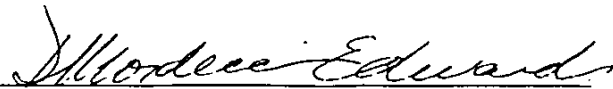
Deborah Mordecai Edwards, having a mailing address of 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134 and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


DEBORAH MORDECAI EDWARDS

CERTIFICATE OF INCORPORATOR

The restated and amended articles for ISLAND FLAVORS, INC., is being filed to correct the name of the initial shareholder, director and officer of the corporation. This amendment made by the incorporator requires no shareholder action as no shares have been issued.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 31st day of March, 1997.


DEBORAH MORDECAI EDWARDS
Incorporator