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TO: DIVISION OF CORPORATIONS

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ATLANTIC FOOD PRODUCTS, INC.
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ARTICLES OF INCORPORATION
OF
ATLANTIC FOOD PRODUCTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is ATLANTIC FOOD PRODUCTS, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin by March 14, 1997.

ARTICLE III

NATURE OF BUSINESS

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

This instrument was prepared by:

Law Office of Zaedy R. Pozo
2655 LeJeune Road
Penthouse I-D
Coral Gables, Florida 33134
(305) 442-7141

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ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1717 N. Bayshore Drive, Suite 2147, Miami, Florida 33132 and the name of the initial agent of this corporation at that address is HUMBERTO ORTEGA.

ARTICLE VI.

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1717 N. Bayshore Drive, Suite 2147, Miami, Florida 33132.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street addresses of the initial directors are as follows:

HUMBERTO ORTEGA
1717 N. Bayshore Drive
Suite 2147
Miami, Florida 33132

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ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is: HUMBERTO ORTEGA, 1717 N. Bayshore Drive, Suite 2147, Miami, Florida 33132.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of March, 1997.

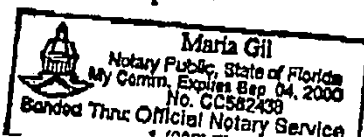

HUMBERTO ORTEGA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14 day of March, 1997, by HUMBERTO ORTEGA, who is personally known to me and who has produced Driver's License as identification.


Notary Public
State of Florida at Large:

My commission expires:



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EMP1RE CORPORATE KIT

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**CERTIFICATE OF REGISTERED AGENT
OF**

ATLANTIC FOOD PRODUCTS, INC.

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That ATLANTIC FOOD PRODUCTS, INC., is desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named HUMBERTO ORTEGA, 1717 N. Bayshore Drive, Suite 2147, Miami, Florida 33132, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in the 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.

Dated this 14th day of March, 1997.

By: 
HUMBERTO ORTEGA

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