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June 3, 1997

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Incorporation Section
409 East Gaines Street
Tallahassee, FL 32399

000002201590--3
-06/04/97--01077--004
****131.25 ****131.25

Re: Terrace Fresh, Inc. ("TFI")

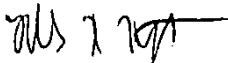
Dear Sir/Madam:

Enclosed for filing, please find the Articles of Incorporation submitted on behalf of TFI. I have also included a check, made payable to the "Department of State," in the amount of \$131.25 for the applicable filing fee and certification fees.

Subsequent to filing, please return a certified copy of the enclosed Articles of Incorporation as well as a Certificate of Status for TFI to the undersigned via Federal Express Priority Overnight Service using the enclosed self-addressed Federal Express envelope.

Contact me if there are any questions regarding this matter.

Sincerely,



Philip R. Kantzler, Paralegal
for FISHMAN & MERRICK, P.C.

Enclosures
2245/96408 prk2248

cc: Jonathan S. Lasko
Gerald L. Fishman, Esq.
Adam D. Fishman, Esq.
Scott P. Slykas

JUN 5

BSB

97 JUN -4 PM 12:17
FBI
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF TERRACE FRESH, INC.**

FILED

97 JUN -4 PM 12:17

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I

The name of the corporation is Terrace Fresh, Inc. (the "Corporation").

ARTICLE II

The street address and mailing address of the initial principal office of the Corporation is:

2699 Stirling Road
Suite C-405
Fort Lauderdale, FL 33312

ARTICLE III

The number of shares that the Corporation is authorized to issue is 1,000, all of which have no par value and are all common shares of the same series.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office of the Corporation is as follows:

Agent: Jonathan Lasko

Office: c/o Terrace Holdings, Inc.
2699 Stirling Road
Ft. Lauderdale, Florida 33312

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature and is made a part of these Articles of Incorporation.

ARTICLE V

The name and address of the incorporator is:

Name: Scott P. Slykas
Address: Fishman & Merrick, P.C.
30 North LaSalle Street, Suite 3500
Chicago, IL 60602

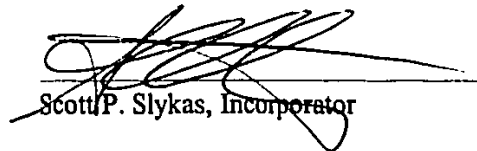
ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII

The Corporation's existence shall begin on the date that these Articles of Incorporation are filed with the Florida Department of State, Division of Corporations.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of June, 1997.


Scott P. Slykas, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Terrace Fresh, Inc.
2. The name and address of the registered agent and office is:

Jonathan Lasko
c/o Terrace Holdings, Inc.
2699 Stirling Road
Suite C405
Fort Lauderdale, FL 33312

Having been named as registered agent and to accept service of process for the above-named 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.

By: _____

Jonathan Lasko

Dated this 2 day of JUNE, 1997.

TALLAHASSEE, FLORIDA
97 JUN -4 PM 12:17
FILED