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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 550270 166767A

AUTHORIZATION :

COST LIMIT : \$ PP

ORDER DATE : October 1, 1997

ORDER TIME : 12:50 PM

ORDER NO. : 550270-005

CUSTOMER NO: 166767A

CUSTOMER: Louis C. Arslanian, Esq
LOUIS C. ARSLANIAN, ESQ

2205 Hollywood Boulevard

Hollywood, FL 33020

FILED
97 OCT -1 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: GATEWAY FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

97 OCT -1 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT -2 1997

ARTICLES OF INCORPORATION

OF

GATEWAY FOODS, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is GATEWAY FOODS, INC.

ARTICLE II. - NATURE OF BUSINESS

The corporation may engage in activity of business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 5815 Dewey Street, Hollywood, Florida, 33023

The Board of Directors may, from time to time, move the principal office to another location in the State of Florida.

ARTICLE VII. - DIRECTORS

This corporation shall have not less than one director.

ARTICLE VIII. - INITIAL DIRECTORS

The names, titles, and addresses of the first Board of Directors are:

NAME	TITLE	ADDRESS
ANTHON L. CAROLLO	Director/President	5815 Dewey Street Hollywood, FL 33023
JEANETTE M. ELLIS	Director/V. Pres.	SAME
JOHN G. CAROLLO	Director/Secretary	SAME

These officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. - SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

NAME	ADDRESS
LOUIS C. ARSLANIAN	2500 Hollywood Blvd, Ste. 214 Hollywood, Florida 33020

ARTICLE X. - REGISTERED AGENT AND REGISTERED OFFICE

The name of the Registered Agent is: LOUIS C. ARSLANIAN, ESQ.

The address of the Registered Agent is:

2500 Hollywood Blvd., Suite 214
Hollywood, Florida 33020

ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII.

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors, or by resolution of the Stockholders.

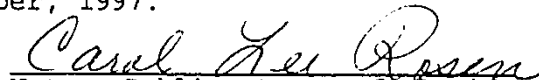
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation, at Hollywood, Florida, this 30th day of September, 1997, for the uses and purposes aforesaid.

 (SEAL)
LOUIS C. ARSLANIAN, ESQ.

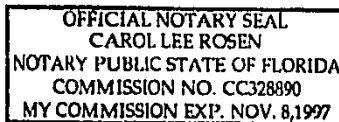
STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MATTHEW J. SCHLICHTE, to me known to be the person described as a Subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of September, 1997.


Notary Public, State of Florida
at Large

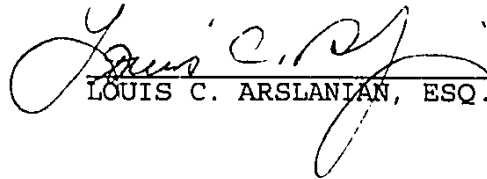
My Commission Expires:



ACCEPTANCE AS DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for GATEWAY FOODS, INC. at the place designated in this certificate, does hereby accept said designation and agree to act in this capacity and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of the Registered Agent's duties.

Dated this 2nd day of September, 1997.


LOUIS C. ARSLANIAN, ESQ.

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97 OCT - 1 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA