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October 27, 1997

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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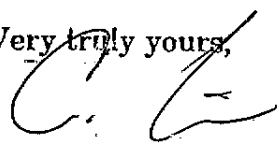
Re: Fiona's Flavors, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Chad Levin

(individual's name)

Fiona's Flavors, Inc.

(name of corporation)

MAILING ADDRESS OF CORPORATION:

7106 S.W. 114 Avenue

Miami, Florida 33173

Phone number (305) 271-2387

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of
Fiona's Flavors, Inc.
(name of corporation)

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

ARTICLE I -- CORPORATE NAME

The name of the corporation is:

Fiona's Flavors, Inc.

ARTICLE II -- DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III -- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV -- CAPITAL STOCK

The corporation is authorized to issue ~~one~~ ^{five} hundred shares (\$500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

| | |
|----------|-----------------------------|
| Name: | Amy Levin |
| Address: | 7106 SW 114 Avenue |
| City: | Miami Florida FL ZIP: 33173 |

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The principal office, if known, or the mailing address of the corporation is:

| |
|-----------------------------------|
| Name: Fiona's Flavors, Inc. |
| Address: 7106 SW 114 Avenue |
| City: miami Florida FL ZIP: 33173 |

ARTICLE VI -- 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, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| |
|-----------------------------------|
| Name: Chad Levin |
| Address: 7106 SW 114 Avenue |
| City: miami Florida FL ZIP: 33173 |
| Name: Amy Levin |
| Address: 7106 SW 114 Avenue |
| City: miami Florida FL ZIP: 33173 |
| Name: |
| Address: |
| City: Florida ZIP: |

ARTICLE VII -- INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

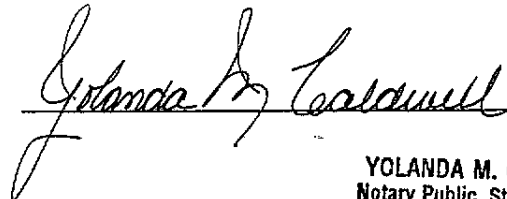
| |
|-----------------------------------|
| Name: Chad Levin |
| Address: 7106 SW 114 Avenue |
| City: miami Florida FL ZIP: 33173 |

| | | |
|-----------------------------|------------|------------|
| Name: Amy Levin | | |
| Address: 7106 SW 114 Avenue | | |
| City: miami | Florida FL | ZIP: 33173 |
| Name: | | |
| Address: | | |
| City: | Florida | ZIP: |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 27th day of october, 1997.

 (Seal)

 (Seal)

 (Seal)

YOLANDA M. CALDWELL
 Notary Public, State of Florida
 My Comm. expires Mar 6, 1998
 No. CC353012

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Fiona's Flavors, Inc.
(name of corporation)

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Pursuant to Florida Statutes §48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

7106 SW 114 Avenue

Miami, FL 33173

has named Amy Levin

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)