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ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

December 5, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Value Plus Meat & Seafood, Inc.

Gentlemen:

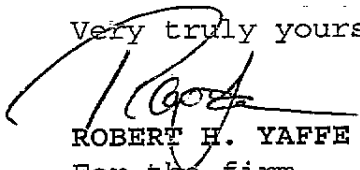
Enclosed herewith please find the original and copies of the Articles of Incorporation of Value Plus Meat & Seafood, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Please return same to my office via the enclosed envelope.

Should you have any questions, please contact the undersigned.

Very truly yours,


ROBERT H. YAFFE
For the firm

RHY/em
enc.

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B/B
12-9-97

ARTICLES OF INCORPORATION
OF
VALUE PLUS MEAT & SEAFOOD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation shall be:

VALUE PLUS MEAT & SEAFOOD, INC.

ARTICLE II.
Nature of Business

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

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having Five dollar (\$5.00) par value. The corporation will begin business with Five hundred dollars (\$500.00) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 490 NE 167th Street, North Miami Beach, Florida 33162, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

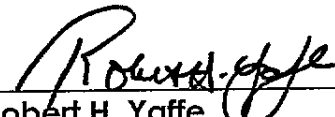
Robert H. Yaffe, Esq.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

**ARTICLE VII.
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Robert H. Yaffe.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these

Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 5 day of December, 1997.


Robert H. Yaffe
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Robert H. Yaffe**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 5 day of December, 1997.


NOTARY PUBLIC
State of Florida at Large



ROBERT D. SLEWETT
My Commission CC425768
Expires Dec. 12, 1998
Bonded by ANB
800-852-5878




ROBERT D. SLEWETT
My Commission CC425768
Expires Dec. 12, 1998
Bonded by ANB
800-852-5878

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **VALUE PLUS MEAT & SEAFOOD, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 5 day of December, 1997.



Robert H. Yaffe
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA