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TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. OLD CHARLIE & MARINA'S FOOD CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ 400002437434--6
(Corporation Name) (Document #) 02/23/98 01045--003
***78.75 ***78.75

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe FEB 23 1998

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DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

of

*****OLD CHARLIE & MARINA'S FOOD CORPORATION*****

(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:

*****OLD CHARLIE & MARINA'S FOOD CORPORATION*****

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 hundred shares (100) 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 *****CAMIL A. FLORES*****
ADDRESS 2882 W. 71 Place
CITY Hialeah Garden, Florida 33016
ZIP

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

NAME *****OLD CHARLIE & MARINA'S FOOD CORPORATION*****
ADDRESS 2882 W. 71 Place
CITY Hialeah Garden, Florida 33016
ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have -three-- (--3--) 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 *****CAMIL A. FLORES*****
ADDRESS 2882 W. 71 Place
CITY Hialeah Garden
STATE Fl.
ZIP 33016
NAME *****ELSA M. ZELAYA A/K/A ELSA M. FLORES*****
ADDRESS 2882 W. 71 Place
CITY Hialeah Garden
STATE Fl.
ZIP 33016
NAME *****CARLOS R. FLORES*****
ADDRESS 2882 W. 71 Place.
CITY Hialeah Garden
STATE Fl.
ZIP 33016

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ARTICLE VII - INCORPORATORS

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

NAME	*****CAMIL A. FLORES*****		
ADDRESS	2882 W 71 Place		
CITY	Miami	STATE	Florida ZIP 33016
NAME	*****ELSA M. ZELAYA a/k/a/ ELSA M. FLORES*****		
ADDRESS	2882 W 71 Place		
CITY	Miami	STATE	Florida ZIP 33016
NAME	*****CARLOS R. FLORES*****		
ADDRESS	2882 W 71 Place		
CITY	Miami	STATE	Florida ZIP 33016

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18 day of FEBRUARY, 1998

(Seal)

(Seal)

(Seal)

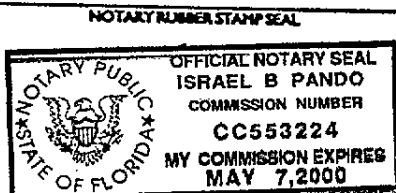
STATE OF FLORIDA

COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

<u>Signature</u>	<u>FDL # F462-101-72-092-</u>
	Form of Identification
<u>Signature</u>	<u>FDL # F462-213-50-890-0</u>
	Form of Identification
<u>Signature</u>	<u>FDL # FL462-116-52-1060-0</u>
	Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the forms of identification of the above named person(s) as indicated opposite each name, and that an oath was not taken.



Witness my hand and official seal in the County and State last aforesaid this 18 day of February, 1998

Notary Signature

Israel B. Pando
131 SW 52 Pl.
Miami, FL 33134

Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

*****OLD CHARLIE & MARINA'S FOOD CORPORATION*****

(name of corporation)

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 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 2882 W. 71 Place, Hialeah Garden, Florida. 33016

has named *****CAMIL A. FLORES*****

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)
CAMIL A. FLORES