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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: REAG, INC.

AUDIT NUMBER.....H98000009301

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION
OF
REAG, INC.**

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is REAG, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation. The corporation shall primarily engage in the business of sale of used food processing equipment.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This instrument was prepared by:
Ira S. Silver, Esq., FL Bar #221351
Silver & Silver
150 S.E. 2nd Ave., Ste. 500
Miami, FL 33131

(305) 374.4888

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 1031 Ives Dairy Road, Ste. 228, Miami, FL 33179. The name of the initial registered agent is Alex Gelman, 1031 Ives Dairy Road, Ste. 228, Miami, FL 33179.

ARTICLE VII - 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 by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Alex Gelman
President

1031 Ives Dairy Rd., #228
Miami, FL 33179

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Alex Gelman
President

1031 Ives Dairy Rd., #228
Miami, FL 33179

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the

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powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 14 day of May, 1998.



Alex Gelman, President

STATE OF FLORIDA)
COUNTY OF DADE)

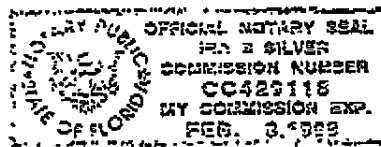
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Alex Gelman, to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 14 day of May, 1998.



NOTARY PUBLIC
IRA S. SILVER
Printed Name

My Commission Expires:



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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



ALEX GELMAN
REGISTERED AGENT

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