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June 3, 1998

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

Re: FLAVOREX COMPANY

To Whom It May Concern:

Enclosed for filing are two fully executed copies of Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 to cover the following:

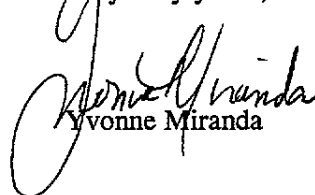
Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>

Total: \$122.50

Please file one original and certify the copy. I have included a self-addressed stamped envelope for return of the certified copy.

Please contact the undersigned at (305) 789-3456, if you should need additional information. Thank you for your cooperation.

Very truly yours,


Yvonne Miranda

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Enclosures

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FILED
98 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96-8-98

**ARTICLES OF INCORPORATION
OF
FLAVOREX COMPANY**

FILED
98 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **FLAVOREX COMPANY**. The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Florida, 33130.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in, conducting and transaction any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00), currency of the United States of America, per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property or benefit to this corporation, which shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

N. Yvonne Miranda

Address

Suite 2200
150 West Flagler Street
Miami, FL. 33130

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation are:

Name

N. YVONNE MIRANDA

Address

10415 N. Kendall Drive
Apt. B- 111
Miami, FL. 33176

VIII ARTICLE - OFFICERS

This corporation shall initially have a President and a Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:
Secretary:

N. YVONNE MIRANDA
ELLEN ROSICHAN

IX ARTICLE - INCORPORATOR

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

Name

Address

N. Yvonne Miranda

10415 N. Kendall Drive
Apt. B- 111
Miami, FL. 33176

ARTICLE X - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of June, 1998.



N. Yvonne Miranda
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of FLAVOREX COMPANY, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



N. YVONNE MIRANDA
Registered Agent

FILED
98 JUN -4 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA