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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PALSQROVE'S SWEET DREAMS, INC.
AUDIT NUMBER.....H98000011238
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Palsgrove's Sweet Dreams, 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/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: Palsgrove's Sweet Dreams, Inc.
Address: 450 N.E. 114 STREET MIAMI, FL. 33161

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 FIFTY (50) Shares of TEW Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

H98000011238

Prepared By: Douglas W. Osterle

9506 SO. RED ROAD

MIAMI FL. 33156

(305) 665-7155

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: MICHAEL D. PALSGROVE
Address: 450 NE 114th St
City: Miami State: FL Zip: 33161

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) 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: MICHAEL D. PALSGROVE
Address: 450 NE 114th St
City: Miami State: FL Zip: 33161

Name: _____
Address: _____
City: _____ State _____ Zip _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16 day of JUNE, 1998.

Michael D. Palsgrove (Seal)

(Seal)

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

Palsgrove's Sweet Dreams, Inc.98 JUN 17 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to Florida Statutes, Section 48.091 and 607.034,
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: 450 N.E. 114th StreetMiami FL 33161has named: MICHAEL D. PALSGROVE

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

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated Corporation at this place designated in this certificate
I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open
said office.

Michael D. Palsgrove
Registered Agent

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