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DEBORAH L. RUBIN

ATTORNEY AT LAW

1260 S. FEDERAL HWY. • SUITE 201

BOYNTON BEACH, FLORIDA 33435

MEMBER OF THE FLORIDA
AND NEW YORK BARS

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June 11, 1998

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-06/16/98-01057--003
***122.50 ***122.50

Re: WALLABOUT FOOD MARKETING, INC.
Articles of Incorporation

Dear Sirs:

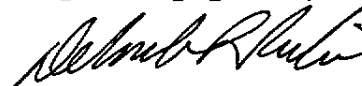
Enclosed is an original and one (1) copy of the Articles of Incorporation of WALLABOUT FOOD MARKETING, INC. together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Resident Agent Form	<u>35.00</u>
TOTAL	\$122.50

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of both the Articles of Incorporation and the Resident Agent Form.

Thank you for your assistance and cooperation in this matter.

Very truly yours,



Deborah L. Rubin

DLR/nn
Enclosures

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN 16 AM 10:46

FILED

6-18-98
AMM

ARTICLES
OF
INCORPORATION
OF
WALLABOUT FOOD MARKETING, INC.

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98 JUN 16 AM 10:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I.
NAME

The name of the corporation shall be WALLABOUT FOOD MARKETING, INC.

ARTICLE II.
BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III.
STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator(s) or by the directors at a meeting called for such purpose, or at an organization meeting of said Corporation. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as

the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV.
TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V.
PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 1260 South Federal Highway, Suite 201, Boynton Beach, Florida 33435, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this Corporation shall be DEBORAH L. RUBIN, ESQUIRE, a resident of Palm Beach County, Florida. The registered office of the Corporation shall be located at 1260 South Federal Highway, Suite 201, Boynton Beach, Florida 33435.

ARTICLE VII.
ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE VIII.
INITIAL OFFICERS

The names, offices, and street addresses of the first officers of this Corporation who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of

the Corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Rose Rubin	President	1260 S. Federal Hwy., #201 Boynton Beach, FL 33435
Deborah L. Rubin	Secretary/ Treasurer	1260 S. Federal Hwy., #201 Boynton Beach, FL 33435

ARTICLE IX.
TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between a corporation and one or more of its directors of any other corporation, firm, association or entity, in which one or more of its directors are directors or officers, or are financially interested, in any such other corporation, firm, association or entity, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or the committee which approves or ratifies the contract or transaction by a vote or consent, sufficient for the purpose, without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation, at the time it is authorized by the Board, a committee, or the Stockholders.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract, or transaction.

ARTICLE X.
INCORPORATOR

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

Rose Rubin 1260 S. Federal Hwy., #201
Boynton Beach, FL 33435

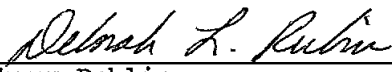
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1998.



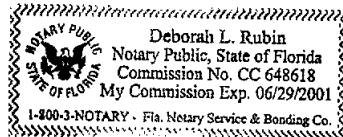
ROSE RUBIN (SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day of June, 1998 by Rose Rubin of Wallabout Food Marketing, Inc.



Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, WALLABOUT FOOD MARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Boynton Beach, State of Florida, has named DEBORAH L. RUBIN, ESQUIRE, located at 1260 South Federal Highway, Suite 201, Boynton Beach, Florida, 33435, as its agent to accept service of process within this State.

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


DEBORAH L. RUBIN, ESQUIRE
REGISTERED AGENT

FILED
98 JUN 16 AM 10:46
DIVISION of CORPORATIONS
TALLAHASSEE, FLORIDA