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JOHN T. CHANDLER

ATTORNEY AT LAW

VIA: FEDERAL EXPRESS

VIRGINIA AVENUE PROFESSIONAL CENTRE
900 VIRGINIA AVENUE, SUITE 7
FORT PIERCE, FL 34982

(561) 464-3774

July 23, 1998

Secretary of State
Corporate Division
The Capitol - 409 E. Gaines St.
Tallahassee, FL 32304

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-07/24/98--01112--006
***122.50 ***122.50

Re: Joint Ventures, Inc.
Carolina Boys, Inc.
Fabulous Foods, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of three Articles of Incorporation for the above-named corporations. Please file the documents for such name as is available, utilizing the order set forth above. You may discard the documents for the names not used.

A check in the sum of \$122.50 is enclosed, which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00
<u>TOTAL</u>	<u>\$122.50</u>

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



JOHN T. CHANDLER

JTC/jw

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 PM 3:50

ARTICLES OF INCORPORATION
OF
CAROLINA BOYS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 PM 3:50

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. NAME. The name of the corporation is Carolina Boys, Inc.

2. TERM. The corporation shall exist perpetually. Corporate existence shall begin when these articles are filed with the Department of State.

3. PURPOSE. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue 100 shares of common stock of a par value of \$1.00 per share. The board of directors may dispose of the authorized but unissued stock from time to time, but every shareholder may purchase his prorata share, as near as can be done without the issuance of fractional shares, on the sale for cash of any previously unissued or new stock of this corporation at the same price at which it is offered to others.

5. REGISTERED AGENT. The initial registered agent for this corporation is Andrew M. Brackett, and the initial registered office is located at 2825 Peters Road, Fort Pierce, FL 34945.

6. CORPORATE ADDRESS. The corporation's initial principal office is located at 2825 Peters Road, Fort Pierce, FL 34945, and the mailing address is the same.

7. DIRECTORS. This corporation shall have one director initially. The number of directors shall be fixed by the bylaws.

8. INITIAL DIRECTORS. The name and address of the first board of directors, who shall hold office until the first annual meeting of stockholders, is Andrew M. Brackett, 474 SE Evergreen Terrace, Port St. Lucie, FL 34983.

9. INCORPORATOR. The name and address of the incorporator is Andrew M. Brackett, 474 SE Evergreen Terrace, Port St. Lucie, FL 34983.

10. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

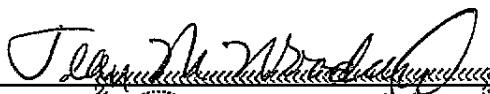
Dated this 23 day of July, 1998.


ANDREW M. BRACKETT

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANDREW M. BRACKETT, who was identified by FL Driver License, who executed the foregoing instrument and who acknowledged before me that he executed the same.

WITNESSETH my hand and official seal in the County and State last aforesaid this 23 day of July, 1998.


NOTARY PUBLIC Jean M. Woodard
Notary Public, State of Florida
Commission No. CC 541651
My Commission Expires 3/20/00
Bonded Through Fla. Notary Service & Bonding Co.

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


ANDREW M. BRACKETT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 PM 3:50