

Andrew L. Huntington

Certified Public Accountant

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 2:11

P99000003728

January 5, 1999

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*****78.75 *****78.75

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

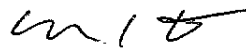
Re: Tidbits, Incorporated

Gentlemen:

Please find enclosed the Articles of Incorporation for Tidbits, Incorporated along with my check in the amount of \$78.75 to cover the costs for filing same.

Kindly file the Articles, assign me a charter number and furnish me with a certified copy of the Articles for our corporate stockbook.

Very truly yours,



Andrew L. Huntington
Certified Public Accountant

ALH/alh
Enclosure

ARTICLES OF INCORPORATION
OF
TIDBITS, INCORPORATED

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ARTICLE I - NAME

The name of the Corporation is:

TIDBITS, INCORPORATED

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of sales, service, export, retail and wholesale and for the purpose of transacting any and all lawful business for which corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock, which shall be designated "Common Share".

ARTICLE IV - PREEMPTIVE RIGHTS

Any shareholder, upon the sale for cash of any new stock of this corporation, 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.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

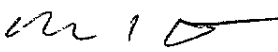
The street address of the initial registered and Principal office of this corporation is:

9999 Northeast 2nd Avenue
Miami Shores, Florida 33138

and the name of the initial registered agent of this corporation, at that address will be:

Andrew L. Huntington

I, Andrew L. Huntington, accept the position as registered agent.



Andrew L. Huntington

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Cheryl Ann Burr
7221 Miami Lakeway South
Miami Lakes, Florida 33014


ARTICLE VII - INCORPORATOR

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

Andrew L. Huntington
9999 Northeast 2nd Avenue
Miami Shores, Florida 33138

ARTICLE VIII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate these votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.



Andrew L. Huntington


ARTICLE IV - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of January, 1999.



Andrew L. Huntington

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

ANDREW LEWIS HUNTINGTON

who produced FLA. DRIVERS LICENSE as identification or who is personally known to me and is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Miami, Dade County, Florida, this 6th day of January, 1999.


NOTARY PUBLIC,
State of Florida at Large



George A. Frix, Jr.
MY COMMISSION # 00550073 EXPIRES
June 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.