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tuscan gourmet distributors, inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 11, 1999

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SUBJECT: TUSCAN GOURMET DISTRIBUTORS, INC.
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TUSCAN GOURMET DISTRIBUTORS, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

TUSCAN GOURMET DISTRIBUTORS, INC.
c/o John Pontoriero
7410 W. Upper Ridge Drive
Parkland, FL 33067

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Prepared By:

RICHARD A. JOSEPH, ESQ.
Gutter, Joseph & Ruffin, P.A.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, FL 33309
FL Bar No. 251852
(954) 938-4555

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ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$0.01	Common Class A-voting
7,500	\$0.01	Common Class B-non-voting

The Common Class B shares are not entitled to vote on any matters submitted to a vote by the shareholders, whereas the Common Class A shares are entitled to vote on all matters submitted to a vote by the shareholders; all other rights and privileges of said shares are identical.

ARTICLE V

The street address of the initial registered office of the corporation shall be 100 West Cypress Creek Road, Suite 900, Fort Lauderdale, FL 33309, and the initial registered agent of the corporation at that address shall be Gutter, Josepher & Ruffin, P.A..

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be two. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is

<u>Name</u>	<u>Address</u>
JOHN PONTORIERO	7410 W. Upper Ridge Drive Parkland, FL 33067
GLENN TURNER	c/o 7410 W. Upper Ridge Drive Parkland, FL 33067

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Name

Address

GUTTER, JOSEPH & RUFFIN 100 W. Cypress Creek Road, Suite 900
Fort Lauderdale, FL 33309

Executed at Fort Lauderdale, Florida on the 10th day of March, 1999.

INCORPORATOR

By:

Richard A. Josepher
RICHARD A. JOSEPHER
Vice-President/Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day of March, 1999, by RICHARD A. JOSEPHER, the Vice-President of TUSCAN GOURMET DISTRIBUTORS, INC., a Florida corporation, who is personally known to me and did take an oath.

Andrea H. Terr
Notary Public
Name of Notary: _____
Commission No.: _____
State of Florida at Large



Andrea H. Terr
MY COMMISSION # CC706527 EXPIRES
January 8, 2002
BONDED THROUGH FARM INSURANCE INC.

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ACCEPTANCE BY REGISTERED AGENT

Having appointed the registered agent of TUSCAN GOURMET DISTRIBUTORS, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 10th day of March, 1999.

GUTTER JOSEPH & RUFFIN

By:


RICHARD A. JOSEPHER / Registered Agent.

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TALLAHASSEE, FLORIDA

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