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TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

JMR BABY FOOD PLACE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

JMR BABY FOOD PLACE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be JMR Baby Food Place, Inc.

ARTICLE II. NATURE OF BUSINESS

This Corporation shall engage in operating a WIC facility which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this corporation is 6424 Pembroke Road, Miramar, FL 33023. The mailing address is the same.

ARTICLE IV. INCORPORATORS

The name and address of the incorporators of this corporation are:

Jean Cesaire
6424 Pembroke Road
Miramar, FL 33023

ARTICLE V. PRESIDENT

The initial President of the corporation shall be Edrin Saintbert whose address shall be the same as the principal office of the corporation.

Prepared By: Sandra Duchaine, Esq.
2020 NE 163rd St., Suite 300
North Miami Beach, FL 33162
(305) 944-9100 **FBN-0128929**

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ARTICLE VI. VICE PRESIDENT

The initial Vice Presidents of the corporation shall be Michelaine Johnson and Jean Hislere Cesaire whose address shall be the same as the principal office of the corporation.

ARTICLE VII. CORPORATE CAPITALIZATION

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

ARTICLE VIII. POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX. TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X. TITLE

The Corporation, to the extent permitted by the law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 6424 Pembroke Road, Miami, FL 33023. The name of the initial registered agent of the Corporation, Jean Cesaire located at the same address as the principal place of business.

ARTICLE XII. BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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ARTICLE XV. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.


ARTICLE XVI. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

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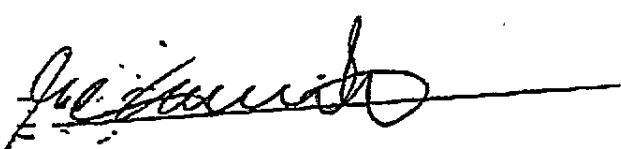
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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed
the foregoing Articles of Incorporation under the laws of the State of Florida this 1st
April
day of ~~March~~, 1999,

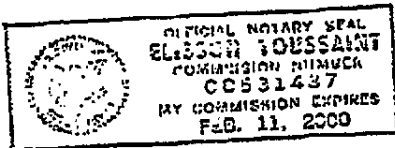
+ 
Jean H. Cesaire
Incorporator FC C 280468-66-348-0

STATE OF FLORIDA)
COUNTY OF Dee)

The foregoing Articles of Incorporation of _____ was acknowledged before
me this 1st day of April, 1999 by JEAN H. CESAIRE who is
personally known to me or has produced identification FC C 280468-66-348-0


NOTARY-PUBLIC

My Commission Expires: FEB. 11, 2000



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ACKNOWLEDGMENT OF REGISTERED AGENT

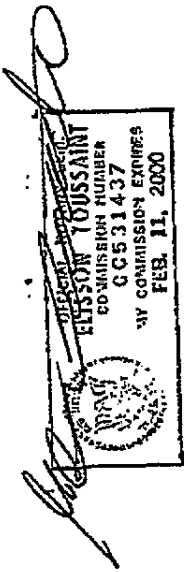
Jean Cesaire having a business office located at which is the business office identical with the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY:

Jean Cesaire

Date:

April 1, 1999



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