

P99000041166

DATE : 04/28/99

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA TALLAHASSEE FL. 32304

600002860626--1:
-05/03/99-01126-005
*****78.75 *****78.75

RE: CHUBBIES Caribbean Flavors, INC.

GENTLEMEN

ENCLOSED HEREWITH ARE THE ARTICLES OF INCORPORATION TOGETHER
WITH A COPY OF SAID ARTICLES FOR: CHUBBIES Caribbean Flavors, INC.

NAME OF CORPORATION

AND OUR CHECK IN THE AMOUNT OF \$ 78.75

RESPECTFULLY SUBMITTED,
Ricardo Rodriguez

INDIVIDUAL'S NAME(S)

CHUBBIES Caribbean Flavors, Inc.

NAME OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 12:43

PLEASE FORWARD ALL CORRESPONDENCE TO THE FOLLOWING ADDRESS:

C/O ROBERT & ASSOCIATES, P A
16533 S. STATE RD # 7
NORTH LAUDERDALE FL. 33068

5-4
WS

CERTIFICATE OF INCORPORATION

CHUBBIES Carribbean Flavors, Inc.

We, the undersigned, natural persons competent to contract, hereby associate ourselves together in order to form a corporation for purposes hereinafter stated, under and pursuant to the provisions of an act of the legislature of the State of Florida, approved June 1, 1925, and acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

ARTICLE I

The name of this corporation shall be:
CHUBBIES Caribbean Flavors, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock

The amount of the total authorized Capital Stock of the Corporation to have outstanding at any time shall be one hundred (1000) shares and five Dollars (\$1.00) per value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Directors.

ARTICLE IV

Capital Stock

The amount of Capital Stock with which this corporation will begin business shall be the sum of not less than ONE THOUSAND(\$1000.00) Dollars.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved accoring to law.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 12:43

ARTICLE VI

LOCATION

The Street, Address, City, county and State in which the principal office of the Corporation is to be located is:
10272 NW 47th Street Sunrise, Fl 33351.

The board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one (1) nor more than three (3) directors. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

RICARDO RODRIGUEZ 318 Indian Trace Ft Lauderdale, Fl 33326

EWART HUTCHINSON 6070 NW 46th Ave Tamarac, Fl 33319

ERNEST MONACO 6070 NW 46th Ave Tamarac, Fl 33319

ARTICLE IX

The names and post office address of each subscriber of this Certificate of Incorporation and the number of shares of stock each subscriber agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE PAID</u>
Ricardo Rodriguez	318 Indian Trace	333.33	\$333.33
	Ft Laud., Fl 33326		
Ewart Hutchinson	6070 NW 46th Ave	333.33	\$333.33
	Tamarac, Fl 33319		
Ernest Monaco	6070 NW 46th Ave	333.34	\$333.34
	Tamarac, Fl 33319		

ARTICLE X

The corporate existence of this corporation shall begin on the date the Article of Incorporation are filed on record.

IN WITNESS WHEREOF, the undersigned, Ricardo Rodriguez, Ewart Hutchinson and Ernest Monaco being natural persons, competent to contract, have hereunto set their hands and seals this 28th day of April 1999

 (Pres)
RICARDO RODRIGUEZ, PRESIDENT, CHAIRMAN

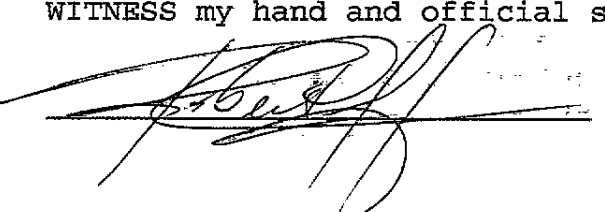

EWART HUTCHINSON, MANAGING DIRECTOR, VP


ERNEST MONACO, TREASURER, SECRETARY

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned Notary Public of the state of Florida personally appeared RICARDO RODRIGUEZ, EWART HUTCHINSON AND ERNEST MONACO, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 28th day of April 1999.


Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires:

OFFICIAL NOTARY SEAL
ROBERT CASIMIR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC556391
MY COMMISSION EXP. MAY 22, 2000

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

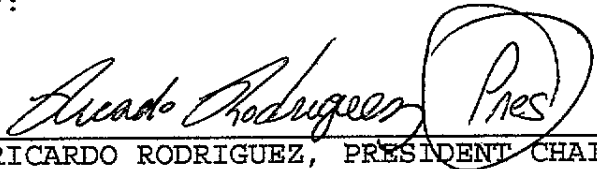
In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST: That CHUBBIES Caribbean Flavors, Inc. desiring to organize under the
laws of the State of Florida with its principal offices as indicated in the
Articles of Incorporation in the city of Sunrise, County of Broward, State
of Florida, has named Ricardo Rodriguez, located at 10272 NW 47th Street
Sunrise, FL 33351 as it's agent to accept services of process within this
State.

ACKNOWLEDGEMENT

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

By:


RICARDO RODRIGUEZ, PRESIDENT CHAIRMAN
10272 NW 47th Street
Sunrise, Fl 33351

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 12:44