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KISS FOODS, INC.  
103 Pine Creek Court  
Ormond Beach, Florida 32174  
(904) 673-4021

April 15, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/04/99--01014--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

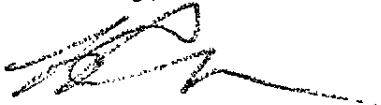
Re: KISS FOODS, INC.

Gentlemen:

Enclosed please find the original and one copy of of Articles of Incorporation, together with my check in the amount of \$87.75.

This represents the cost of the filing fees, Certified Copy of Articles of Incorporation and the fee for Registered Agent Designation for the above named corporation.

Sincerely,



Larry R. Curran

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF**

**Kiss Foods, Inc.**

**ARTICLE ONE**

The name of the corporation is Kiss Foods, Inc.

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**ARTICLE TWO**

The period of its duration is perpetual.

**ARTICLE THREE**

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

**ARTICLE FOUR**

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock with no par value.

**ARTICLE FIVE**

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$0, consisting of cash.

**ARTICLE SIX**

The street address of its initial office is 2203 Lake Debra Dr. Ste. 114, Orlando Fl. 32835

**ARTICLE SEVEN**

The street address of its initial registered office is 2203 Lake Debra Dr. Ste. 114, The registered office is Orlando, Fl. 32835, and the name of its initial registered agent at such address is Jerry Beavers.

**ARTICLE EIGHT**

The number of directors constituting the initial board of directors is 4, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Phil Allen  
124 Wisteria Dr.  
Longwood, Fl. 32779

Ray Blackman  
3135 Enclave Ct.  
Kissimmee, Fl. 34746

Jerry Beavers  
2203 Lake Debra Dr. Ste #114  
Orlando, Fl. 32835

Larry Curran  
103 Pine Creek Court  
Ormand Beach, Florida 32174

**ARTICLE NINE**

The initial officers of the corporation, and the names and addresses of the person or persons who are to serve as officers until the first meeting of the board of directors or until their successors are elected and qualified are:

President  
Ray Blackman  
3135 Enclave Ct.  
Kissimmee, Fl. 34746

Vice President  
Phil Allen  
124 Wisteria Dr.  
Longwood, Fl. 32779

Secretary  
Jerry Beavers  
2203 Lake Debra Dr. Ste #114  
Orlando, Fl. 32835

Treasurer  
Larry Curran  
103 Pine Creek Court  
Ormand Beach, Fl 32174

**ARTICLE TEN**

The Board of Directors is not empowered to make, alter or repeal the Bylaws of the Corporation without consent of the shareholders. The initial bylaws of the corporation are attached hereto and incorporated into these Articles by reference.

#### ARTICLE ELEVEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

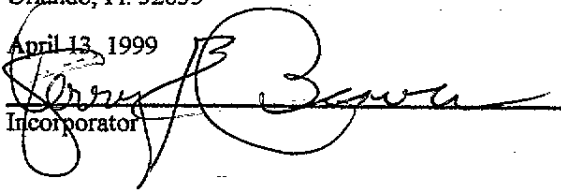
#### ARTICLE TWELVE

Each stock certificate must carry a visible statement on the face of the security noting certain transfer restrictions exist including but not limited to the following; Transfer of the Corporation's securities is subject to certain rights and options granted to Kiss Foods, Inc.; Any transfer without an estoppel letter from Kiss Foods, Inc. may be void.

The name and address of each incorporator is:

Jerry E. Beavers  
2203 Lake Debra Dr. Ste. 114  
Orlando, Fl. 32835

April 13, 1999

  
Incorporator

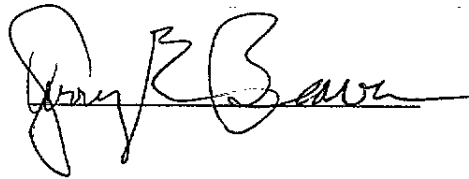
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the company is Kiss Foods, Inc.
2. The name and address of the registered agent and office is:

Jerry Beavers  
2203 Lake Debra Dr. Ste. 114  
Orlando, Fl. 32835

Signature:

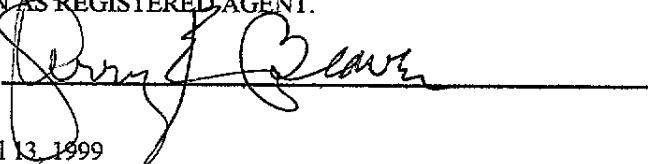


Title:

April 13, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:



Date: April 13, 1999