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May 18, 1999

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

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****122.50 ****78.75

Re: Filing Articles of Incorporation for Vincenzo Foods, Inc.

To whom it may concern:

Enclosed please find and original and one copy of Articles of Incorporation for Vincenzo Foods, Inc.. Please file the original and return a certified copy with the certificate to my office. I have enclosed the appropriated fees.

Thank you.

Sincerely,



Tom H. Billiris

Enclosures

FILED
99 MAY 21 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-26
WS

Articles of Incorporation
of
VINCENZO FOODS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article One: Name

The name of this corporation is VINCENZO FOODS, INC.

Article Two: Purposes

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article Three: Registered Office; Registered Agent

The address of the initial registered office of the corporation is 13921 86TH Avenue N., Seminole, Pinellas County, Florida 34646, and the name of its initial registered agent at such address is JAMES COLOMBI.

Article Four: Principal Office

The business address of the corporation's principal office is 13921 86th Avenue N., Seminole, Pinellas County, Florida 34646.

Article Five: Duration

The period of this corporation's duration is perpetual.

Article Six: Directors

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

| Name | Address |
|----------------|--|
| James Colombi, | 13921 86 th Avenue N., Seminole, Florida 34646. |

(b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

Article Seven: Incorporators

The names and addresses of the incorporators are:

Name Address

James Colombi, 13921 86th Avenue N., Seminole, Florida 34646.

Article Eight: Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of common stock at \$0.00 par value each. This Article can be amended only by the vote or written consent of the holders of 51% of the outstanding shares. For the purpose of forming a corporation under the laws of Florida, we, the undersigned, have personally executed these articles of incorporation on April 18th, 1999.


James Colombi
Incorporator

State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged before me this 18th day of May, 1999, by JAMES COLOMBI who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public


My Commission Expires:




Ana Maria Parthenis
Commission # CC 794083
Expires NOV. 30, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Acceptance of Duties By Registered Agent of VINCENZO FOODS, INC.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 5-18-99


James Colombi
Registered Agent
VINCENZO FOODS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA