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May 12, 1999

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****122.50 *****78.75

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

Re: Articles of Incorporation
A.N.E. DISTRIBUTORS, INC.

Gentlemen:

Enclosed herewith please find the Articles of Incorporation for the above-mentioned corporation together with a check in the amount of \$ 122.50 to cover the following fees:

Filing fee	- \$	35.00
Certified copy of Articles		52.50
Registered agent		35.00

Total - \$ 122.50

Thanking you in advance for your attention to this matter, I am

Very truly yours



Neil Backman

Mailing Address: 22372 Cypress Wood Lane
Boca Raton, FL 33428

NB/jem

Telephone (561) 487-3537

FILED
99 MAY 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc
5/27

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: A.N.E. Distributors, Inc.

ARTICLE II

The general character of the business to be transacted by this corporation is: Wholesale Food Brokering. In addition, the corporation may engage in the buying and selling of real estate, and may engage in any business or activity permitted under the laws of the United States and of this State.

The effective date of this corporation shall be the date of the filing of these Articles of Incorporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of Common Stock, each share having a par value of \$ 1.00. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

The amount of the capital with which this corporation shall begin business shall not be less than FIVE HUNDRED DOLLARS (\$ 500.00).

ARTICLE V

The initial street address of the principal office of this corporation shall be: 22372 Cypress Wood Lane
Boca Raton, Florida 33428

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 VI

The corporation shall have perpetual existence.

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199 MAY 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The number of directors of this corporation shall be as provided in the Bylaws, but shall not be less than one in number, nor more than ten, and shall be one in number until otherwise fixed or changed by the Bylaws.

ARTICLE VIII

The names and street addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, shall hold office until their successors are chosen at the first annual meeting of this corporation to be held at the time and place provided for by the Bylaws, are as follows:

NAME

ADDRESS

Neil Backman

22372 Cypress Wood Lane
Boca Raton, Florida 33428

ARTICLE IX

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Neil Backman

22372 Cypress Wood Lane
Boca Raton, Florida 33428

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock heretofore named, have hereunto set our hands and seals this 13 day of May, 1999, for the purpose of forming

this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

Neil Backman
Neil Backman

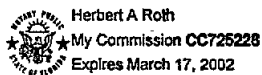
STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, personally appeared _____, to me well known and known to me to be the individual(s) described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at 8177 Blades Rd, Boca Raton,
County of Palm Beach, Florida this 13 day of May,
1999.

Herbert A. Roth
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



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 607.164(1)(b), Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that A.N.E. Distributors, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named Neil Backman, located at 22372 Cypress Wood Lane, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY:

Neil Backman
(Resident Agent)

FILED
99 MAY 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA