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TRANSMITTAL LETTER

FILED

99 JUL 12 PM 6:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

400002928684--1
-07/12/99-01099-010
****122.50 *****78.75

RE: G&G BABY FOOD, INC.

Dear Representative,

The enclosed Articles of Incorporation and check for \$122.50 are submitted to register the above referenced corporation to transact business in the state of Florida.

Please return all correspondence concerning this matter to the following:

Stefanie Nau
G&G Baby Food, Inc.
1550 NE 168th Street Ste 214
N. Miami Beach, FL 33162

Should you need to call someone concerning this matter, please call:

Stefanie Nau at (305) 919-7956

ARTICLES OF INCORPORATION
of
G&G Baby Food, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

Article 1

The name of the Corporation shall be:

G&G Baby Food, Inc.

Article 11

The principle place of business and mailing address of this corporation shall be:

**16831 NE 15th Avenue
N. Miami Beach, FL 33162**

Article 111

The corporation is authorized to have outstanding one class of stock. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. The maximum number of shares of common stock which the corporation is authorized to have outstanding is **1,000** shares at a par value of **\$1** per share.

Article 1V

The corporation shall have perpetual existence.

Article V

The purpose of this corporation is to sell baby food items to the public.

The foregoing purpose (s) and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose (s) which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

Article VI

The name and address of the initial registered agent is:

Stefanie Nau
1550 NE 168th Street #214
N. Miami Beach, FL 33162

Article VII

The name and address of each of the members of the initial Board of Directors and officers (s) who shall hold office for the first year of existence of this corporation, and until their successors are elected or appointed are as follows:

DIRECTOR (S):

Stefanie Nau
1550 NE 168th Street #214
N. Miami Beach, FL 33162

OFFICER (S):

Stefanie Nau - President
1550 NE 168th Street #214
N. Miami Beach, FL 33162

Elizabeth Nau - Treasurer
1550 NE 168th Street #214
N. Miami Beach, FL 33162

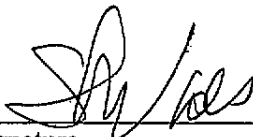
Article VIII

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 it to the stockholders, and approved by vote.

The NAME(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Stefanie Nau
1550 NE 168th Street #214
N. Miami Beach, FL 33162

The undersigned incorporator (s) has (have) executed these Articles of Incorporation this 7th day of July 1999.



Signature

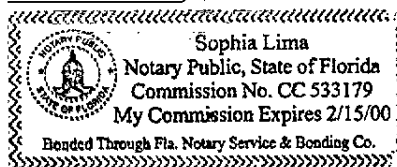
State of Florida
County of Dade

I Hereby Certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared the following person(s):

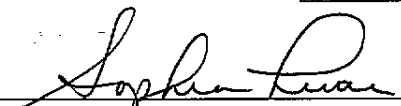
STEFANIE NAU

to be known to be the person(s) described in and who executed the foregoing instrument and they acknowledged before me that they executed the same. I relied upon the following forms of identification PERSONALLY KNOWN.

Witness my hand and official seal in the County and State last aforesaid this 7th day of JULY, AD 1999.



Notary Seal



Notary Signature

SOPHIA LIMA

Printed Notary Name

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99 JUL 12 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is: G&G Baby Food, Inc.
2. The name and address of the registered agent and office is:

Stefanie Nau
1550 NE 168th Street #214
N. Miami Beach, FL 33162

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 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

7/7/99

Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314