



Management Accounting & Tax Consultants International

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FILED

99 AUG 16 PM 4: 34

August 11, 1999 DEPARTMENT OF STATE TALLAHASSEE, FLORIDA

EFFECTIVE DATE 8-11-99

Corporate Records Bureau
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation of Bret Lee Miller, Incorporated, which we request be filed, registered and subsequently certified by your office.

To wit, we are also enclosing herewith, our check or money order number 533 payable to Florida Corporate Records Bureau, made out in the amount of \$122.50 to pay for the following services charges.

Filing fee \$ 35.00
Registration of Designated agent 52.50
Issuance of Certification 35.00
\$ 122.50

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-08/16/99--01092--012
****122.50 ****78.75

Please address your reply to my attention at 9261 Seminole Boulevard, Seminole, Florida 33772

Thank you kindly,

Handwritten signature of Julio E. Mayorga, EA

Julio E. Mayorga, EA

Handwritten initials PIA and date 8/19/99

ARTICLE OF INCORPORATION

OF

Bret Lee Miller, Inc.

Article 1: NAME

The name of this Corporation is Bret Lee Miller, Inc., constituted under chapter 607 Florida Statute, identified and referred to as the Florida General Corporation Act. The Principal place of business of this corporation shall be 3260 Mulberry Drive, Clearwater Florida, 33761.

Article 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of the incorporator execution of these articles which has been delivered to the Secretary of State of the State of Florida within five days of acceptance and filing of these articles by the Secretary of State of Florida.

Article 3: PURPOSE

This Corporation is organized, and may engage in every aspect of the sale and distribution of specialty food products or any business permitted under the laws of the United States and any of the individual State of the Republic.

Article 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock which are intended to be classified as Small Business Corporation Stock under Internal Revenue Code Section 1202 and 1244 as may be applicable and with a par value of \$1.00 per share.

Article 5: INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this Corporation is 3260 Mulberry Drive, Clearwater Florida, 33761, and the name of the initial registered agent of this Corporation is Bret L. Miller.

Article 6: INITIAL BOARD OF DIRECTORS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

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this Corporation initially shall have two directors. The number of directors may be increased or diminished from time to time by the by-law's but shall never be less than One. The names and addresses of the initial directors of this Corporation are:

Bret Lee Miller	3260 Mulberry Drive Clearwater, Florida 33761
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Irene H. Delgado-Miller	3260 Mulberry Drive Clearwater, Florida 33761
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Article 7: INITIAL OFFICERS

The name and addresses of the initial officers of this Corporation are:

President/Treasurer Bret Lee Miller	3260 Mulberry Drive Clearwater, Florida 33761
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VP/Secretary Irene H. Delgado-Miller	3260 Mulberry Drive Clearwater, Florida 33761
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Article 8: INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Bret Lee Miller	3260 Mulberry Drive Clearwater, Florida 33772
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Article 9: PRE-EMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right to purchase shares of any other securities that the Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the Treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue bears to the total number of shares of common then outstanding, exclusive of treasury stock

Article 10: CUMULATIVE VOTING

At each election of directors by the shareholders, each shareholder that is entitled to vote at such election shall have the right to accumulate his or her votes by giving one candidate as many votes as shall equal the number of shares owned by such shareholder. This right to vote cumulatively shall not be restricted or qualified by any provision in the by-law's of this Corporation.

Article 11: THE BY LAWS

The initial By Laws shall be adopted by the Board of Directors. the power to alter, amend or repeal the By Laws or adopt new By Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

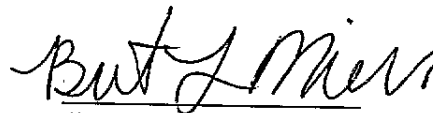
Article 12: INFORMAL SHAREHOLDER ACTION

The holder of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and these By Laws.

Article 13: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of August, 1999.



Bret Lee Miller
Incorporator.

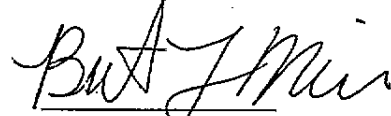
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above mentioned Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity,

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TALLAHASSEE, FLORIDA

and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


Bret Lee Miller
Registered Agent

STATE OF FLORIDA

Ss:

COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged and sworn before me this 11th day of August, 1999., by Bret Lee Miller, to me known, and who did not take an oat.



J. Mayorga
My Commission CC034537
Expires April 28, 2001


Julio C. Mayorga
Notary Public, State of Florida
my commission expires April 28, 2001.