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JOHN INCORVIA, P.A.  
Law Office

JOHN INCORVIA, JD, LL.M. IN TAXATION  
FL, DC, UNITED STATES TAX COURT

655 NW 128 STREET  
SUITE 201  
MIAMI, FL 33168

OF COUNSEL:

ALAN ROTHBERG, JD, MBA  
FL, CT, NY, UNITED STATES DISTRICT COURT

FAX: (305) 681-7877  
(305) 681-9167

August 17, 1999

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399  
(904) 487-6052

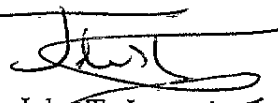
To whom it may concern:

500002973955-9  
-08/30/99--01003--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed herewith are the Articles of Incorporation for DMB Baby Food Center Plus Inc., a Designation of Registered Agent, and a check for \$78.75 to cover the costs for filing these, and for a Certificate of Status. Please return the stamped articles and designation, along with a certificate of status as soon as possible. Please contact me if there are any problems. Thank you for your assistance.

By Priority  
Mail

Very truly yours,

  
John T. Incorvia

FILED  
99 AUG 30 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. VARNADORE AUG 30 1999

**ARTICLES OF INCORPORATION  
OF  
DMB Baby Food Center Plus, Inc.**

**FILED**  
99 AUG 30 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **DMB Baby Food Center Plus, Inc.**

ARTICLE II. PRINCIPAL OFFICE

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

14044 W Dixie Highway, North Miami, FL 33161

ARTICLE III. CORPORATE PURPOSE

The corporation was formed to conduct any and all lawful business within the State of Florida.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

ARTICLE V. REGISTERED AGENT

The name and address of the registered agent is:

Marie Francois  
14044 W Dixie Highway  
North Miami, FL 33161

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John Incorvia, Esq.  
655 NW 128 Street  
Miami, FL 33168

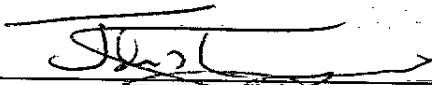
The undersigned has executed these Articles of Incorporation this 16th day of August, 1999.

  
John Incorvia, Incorporator

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

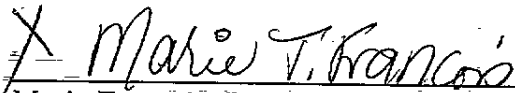
Pursuant to the provisions of Florida Statutes sections 48.091 and 607.501, the undersigned corporation, desiring to organize under the laws of the State of Florida, submits the following statement:

1. The name of the corporation is **DMB Baby Food Center Plus, Inc.**
2. The address of the registered office is 14044 W Dixie Highway, North Miami, Florida 33161.
3. The name of the registered agent is Marie Francois.

Signature:   
John Incorvia, Incorporator

Date: 8/16/99

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the duties and obligations of this position, I hereby accept appointment as registered agent, agree to act in this capacity and comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Signature: X   
Marie Francois, Registered Agent

Date: 8/16/99

**FILED**  
99 AUG 30 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA