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Florida Department of State

Division of Corporations

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To:

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From:

Account Name : FAS-T CORP. AGENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

KEYSTONE FOODS GROUP, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 28, 1999

FAS-T CORP.

SUBJECT: KEYSTONE FOODS GROUP, INC.
REF: W99000022395

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article ARTICLE VI states there will be 1 director(s), whereas 3 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000024164
Letter Number: 799A00047379

ARTICLES OF INCORPORATION
OF
KEYSTONE FOODS GROUP, INC.

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is:
Keystone Foods. GROUP, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of business and the objects and purposes to be transacted are:

1. Any activity or business permitted under the laws of the State of Florida.
2. And in General, to carry on any other business whatsoever in connection with the forgoing or which is calculated directly or indirectly to promote the interests of the corporation or enhance the value of its properties.
3. And further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for any other purpose to mortgage all or any other property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, draw, and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

One Hundred (100) shares at \$1.00 PAR VALUE EACH SHARE.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

This Document Prepared By:
Lawrence S. Duran
7943 NW 2nd Street
Miami, FL 33126

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TALLAHASSEE, FLORIDA

ARTICLE V: ADDRESS

The initial post office address of the principal office of this corporation in the STATE of FLORIDA is:

7591 NW 3rd Court
Plantation, FL 33317

The Board of Directors may from time to time move the principal office to any other address in this State of Florida, and establish branches and subsidiaries in any place within the United States.

ARTICLE VI: DIRECTORS

This corporation shall have 3 Director initially. The number of Directors may be increased or diminished by time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of certificate of incorporation, by the by laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporations existence, or until their successors are elected and have qualified, are:

Lawrence S. Duran
7943 N.W. 2nd Street
Miami, FL 33126

President

Douglas Gignac
7591 NW 3rd Court
Plantation, FL 33317

Vice President

Douglas Gignac
7591 NW 3rd Court
Plantation, FL 33317

Treasurer

ARTICLE VIII: SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore:

Lawrence S. Duran
7943 N.W. 2nd Street
Miami, FL 33126

SEVENTY (70) SHARES

Douglas Gignac
7591 NW 3rd Court
Plantation, FL 33317

THIRTY (30) SHARES

ARTICLE IX: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:
7591 NW 3rd Court
Plantation, FL 33317

The name of the initial registered agent of this corporation is,
Lawrence S. Duran

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in a 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 a 100% of the stock entitled to vote thereon.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify and save harmless any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII: INCORPORATORS

The name (s) and address (e's) of the person (s) signing as incorporator (s) to these Articles of incorporation are:

Lawrence S. Duran
7943 N.W. 2nd Street
Miami, FL 33126

7943 N.W. 2nd Street
Miami, FL 33126

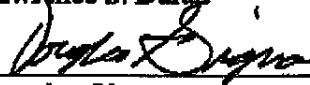
Douglas Gignac
7591 NW 3rd Court
Plantation, FL 33317

7591 NW 3rd Court
Plantation, FL 33317

WE THE UNDERSIGNED, being each and all of the original subscribers to capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby declaring and certifying that the facts herein stated are true. And do respectively agree to take the number of stock hereinabove set forth as to each of us, and accordingly, have hereunto set our hands and seals this day of.



Lawrence S. Duran

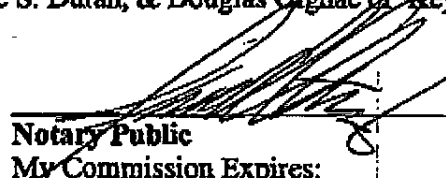


Douglas Gignac

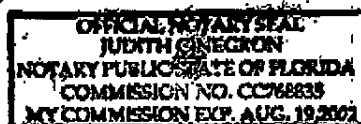
(STATE OF FLORIDA)
(COUNTY OF DADE)

The forgoing instrument was acknowledged and sworn to before me this 27th day of September, 1999. By Lawrence S. Duran, & Douglas Gignac of Keystone Foods, Inc.

(SEAL)



Notary Public
My Commission Expires:



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

Pursuant to the provisions of section 607.0501, Florida Statutes.
The mentioned corporation: organized under the laws of the State of
Florida, submits the following statement in designating the registered
Office/ registered agent, in the State of Florida.

1. The name of the corporation is: **KEYSTONE FOODS GROUP, INC.**
2. The name and street address of the registered agent and office is:
Lawrence S. Duran
7943 N.W. 2nd Street
Miami, FL 33126

**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 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.**


Lawrence S. Duran

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TALLAHASSEE, FLORIDA