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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/30/99--01060--011
*****78.75 *****78.75

SUBJECT: TARA FOODS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75

Filing Fee &
Certificate

FROM: BRIAN McCABE
Name (printed or typed)
5620 MISSOURI AVENUE
Address
NEW PORT RICHEY, FL 34653
City, State & Zip
727-842-3262
Daytime Telephone Number

FILED
99 SEP 30 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

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ARTICLES OF INCORPORATION

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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 I NAME

The name of the corporation shall be:

TARA FOODS, INC.

ARTICLE II PRINCIPAL OFFICE

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

5620 MISSOURI AVENUE
NEW PORT RICHEY, FL 34652

ARTICLE III SHARES

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

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

PETER A. ALTMAN
5620 MISSOURI AVENUE
NEW PORT RICHEY, FL 34652

ARTICLE V INCORPORATOR(S)

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

BRIAN MCCABE
5620 MISSOURI AVENUE
NEW PORT RICHEY, FL 34652

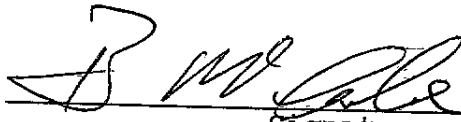
ARTICLE VI INITIAL OFFICERS & DIRECTORS

The name(s) and street address(es) of the original director(s) and officer(s) is(are):

BRIAN MCCABE
5620 MISSOURI AVENUE
NEW PORT RICHEY, FL 34652

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of SEPT, 19 99.


Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TARA FOODS, INC.
2. The name and address of the registered agent and office is:

PETER A. ALTMAN

(Name)

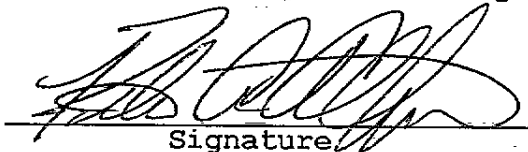
5620 MISSOURI AVENUE

(P.O. Box not acceptable)

NEW PORT RICHEY, FL 34653

(City/State/Zip)

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.


Signature

9/29/99

Date