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November 10, 1999

Secretary of State
Corporate Records Bureau
AMENDMENTS SECTION
409 East Gaines Street
Tallahassee, Florida 32399

900003042819--8
-11/12/99--01083--014
*****87.50 *****87.50

RE: ARTICLES OF INCORPORATION
M & T BABY FOOD CENTER, INC.

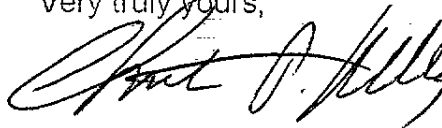
Dear Madam or Sir:

Enclosed please find my check for \$87.50 and an original and one(1) copy of Articles of Incorporation of M & T Baby Food Center, Inc.

Please return a **certified copy** of the **Articles of Incorporation** and a **Certificate of Status** for the said corporation to my office. Enclosed is a self-address stamped envelope.

Thank you for your cooperation.

Very truly yours,



CHRISTOPHER P. KELLEY

CPK:rd
Enclosures

FILED
99 NOV 12 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson NOV 15 1999

ARTICLES OF INCORPORATION
OF
M & T BABY FOOD CENTER, INC.

FILED
99 NOV 12 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:

M & T BABY FOOD CENTER, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue a maximum of 7,500.00 shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered office in the State of Florida shall be:

REGISTERED AGENT

CHRISTOPHER P. KELLEY

ADDRESS OF INITIAL REGISTERED OFFICE

11098 Biscayne Boulevard, Suite 205
Miami, Florida 33161

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the corporation shall have no less than one (1) Director at any time. The corporation shall have one Director initially.

ARTICLE VII
INITIAL DIRECTORS

The name and post office address of the first Director(s) of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
TANIS ST. PHARD	64 N.E. 167 Street North Miami Beach, FL 33162

The first Director(s) shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII
INCORPORATION

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
CHRISTOPHER P. KELLEY	11098 Biscayne Blvd., Suite 205 Miami, Florida 33161

ARTICLE IX
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 Incorporator has executed these Articles of Incorporation this 9 day of November, 1999.


CHRISTOPHER P. KELLEY

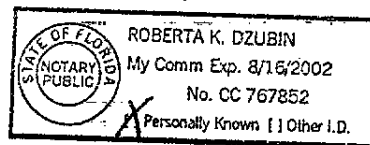
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **CHRISTOPHER P. KELLEY**, personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 9th day of November, 1999.

Roberta K. Dzubin
NOTARY PUBLIC, State of FLORIDA at Large

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **M & T BABY FOOD CENTER, INC.**, is qualified to do business under the laws of the State of Florida with its principal office at 64 N.E. 167 Street, North Miami Beach, FL 33162, Miami-Dade County, Florida has appointed:

CHRISTOPHER P. KELLEY
11098 Biscayne Blvd., Suite 205
Miami, Florida 33161

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Christopher P. Kelley
CHRISTOPHER P. KELLEY
Registered Agent