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TOLGYESI, KATZ, HANKIN & KATZ, P.A.
A T T O R N E Y S A T L A W

First Union Building
Fourth Floor
1909 Tyler Street
Hollywood, Florida 33020

Ann Marie Clarke
Lisa Decker
Lara J. Eisner

Joe Hankin
Rick S. Jacobs
Louis M. Katz

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Lydia B. Mayer
Anthony L. Tolgyesi

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November 29, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400003056734-1-7
-11/30/99-01039-012
*****87.50 *****87.50

RE: INCORPORATION OF VIVA FOODS, INC.

Dear Secretary of State:

Enclosed herein are the original Articles of Incorporation for Viva Foods, Inc.. I am also enclosing a copy of the Articles of Incorporation for purposes of providing a certified copy. Also enclosed herein is this firm's check in the amount of \$87.50 representing the filing fee, fee for providing a certified copy, as well as a Certificate of Status.

Should you have any questions regarding this to be formed corporation, please contact the undersigned.

For your convenience I am enclosing a self-addressed stamped envelope for the return of the certified Articles of Incorporation.

Very truly yours,

ANTHONY L. TOLGYESI

ALT/kd

FILED
99 NOV 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VIVA FOODS, INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is Viva Foods, Inc.

ARTICLE II - PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 1150 East Hallandale Beach Boulevard, Suite C, Hallandale Beach, Florida 33009. The mailing address of the Corporation is 1150 East Hallandale Beach Boulevard, Suite C, Hallandale Beach, Florida 33009.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1909 Tyler Street, Suite 400, Hollywood, Florida 33020, and the name of the initial Registered Agent of the Corporation is Anthony L. Tolgyesi.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and successors to said directors shall have been duly elected and qualified, or until the earlier resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

99 NOV 30 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NAME

ADDRESS

Steven Armand Levy, President

1150 East Hallandale Beach Boulevard, Suite C,
Hallandale Beach, Florida 33009

Isaac Mendal, Sect/Treas.

1150 East Hallandale Beach Boulevard, Suite C,
Hallandale Beach, Florida 3300

ARTICLE VII - INCORPORATOR

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

NAME

ADDRESS

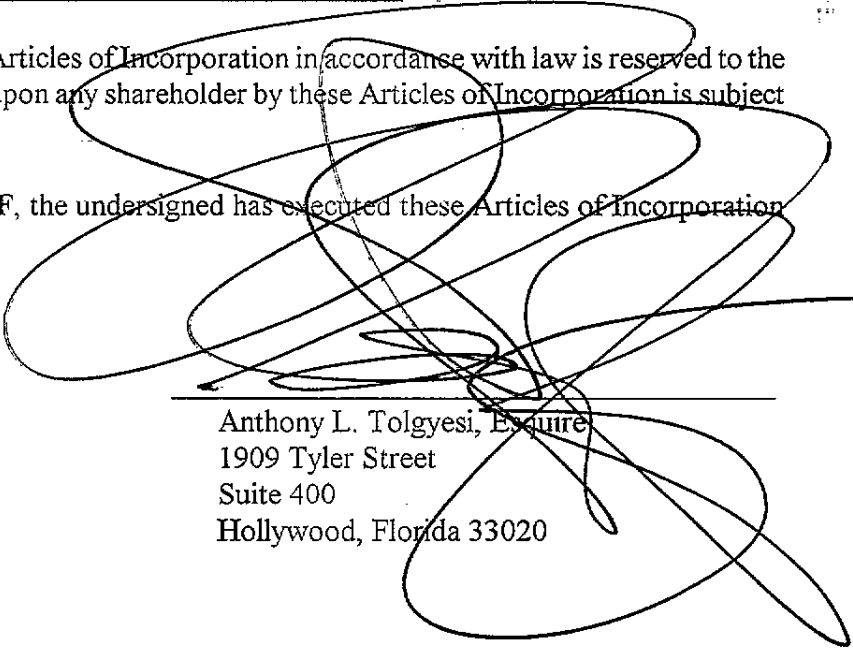
Anthony L. Tolgyesi

1909 Tyler Street
Suite 400
Hollywood, Florida 33020

ARTICLE VIII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of November, 1999.

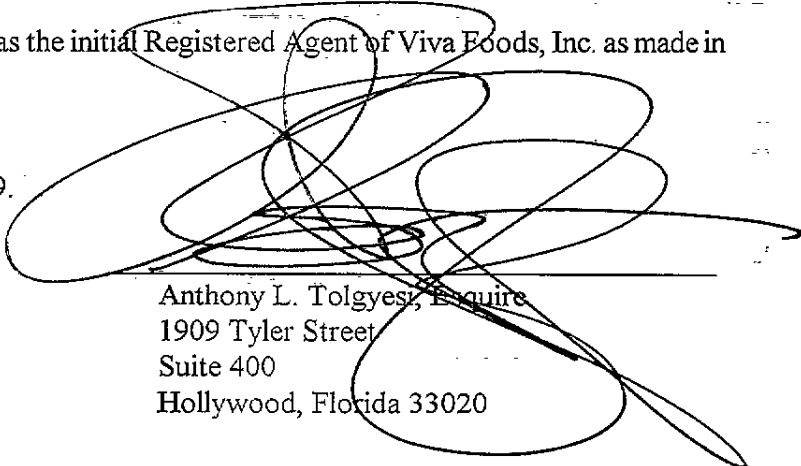


Anthony L. Tolgyesi, Esquire
1909 Tyler Street
Suite 400
Hollywood, Florida 33020

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Viva Foods, Inc. as made in the foregoing Articles of Incorporation.

DATE: this 24th day of November, 1999.


Anthony L. Tolgyesi, Esquire
1909 Tyler Street
Suite 400
Hollywood, Florida 33020

STATE OF FLORIDA)
) §:
COUNTY OF BROWARD)

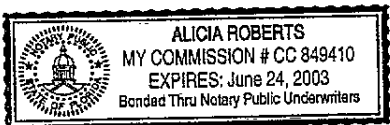
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Anthony L. Tolgyesi, who is personally known to me or who has produced Fla. Drivers' License as identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 24th day of November, 1999.

Name: Alicia Roberts

NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA)
)§:
COUNTY OF BROWARD)

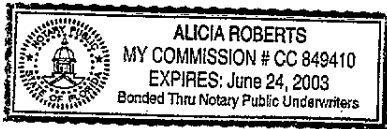
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Anthony L. Tolgyesi, who is personally known to me or who has produced Fla. Drivers' License as identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 29th day of November, 1999.

Name: *Alicia Roberts*

NOTARY PUBLIC

My Commission Expires:



FILED
99 NOV 30 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA