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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

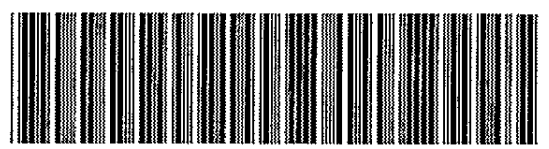
(Business Entity Name)

(Document Number)

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FILED

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

STATE
TALLAHASSEE, FL 32314

SUBJECT: Ma Dear's Kitchen on Wheels, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Natalie E. Oce

Name (Printed or typed)

3600 S.State Road 7 Suite 208

Address

Miramar, FL 33023

City, State & Zip

(305) 546-0225 or (954) 961-2228

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Ma Dear's Kitchen on Wheels, Inc.

ARTICLE II PRINCIPLE OFFICE

The principal place of business/mailing address is:

20620 NW 34th Ave.
Miami, Fl 33056

ARTICLE II PURPOSE

The purpose of which the corporation is organized is:

It is the purpose of this organization to provide food services to consumers and to engage in any lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

The total authorized capital stock of this corporation shall be five hundred (500) shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Officers.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s) and address(es) and specific title(s):

The initial officers are:

Derek Walker - President
20620 NW 34th Ave.
Miami, Fl 33056

Eleanor Taylor - Vice President
4401 NW 187 Street
Miami, Fl 33055

The number of officers may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one(1).

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

The Corporation hereby designates 3600 S. State Road 7 Suite 208; Miramar, FL 33023 as the street address of the Corporation's registered office and Natalie E. Oce as its registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Derek Walker
20620 NW 34th Ave.
Miami, FL 33056

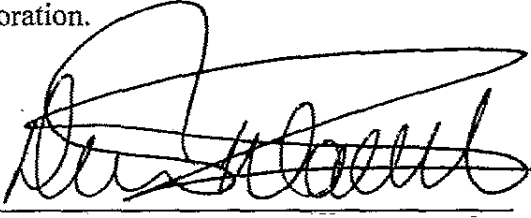
ARTICLE VIII INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for the actions taken in that capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after the receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of expenses incurred, and (3) a written statement by or on the behalf if such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation or its subsidiaries to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries . The Corporation by the action of its board of directors , in its sole discretion. May advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred , and (3) a written statement by or on the behalf of such persons agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.


Dated: 31 JAN 07

By: 
Derek Walker
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of the process for the above stated corporation at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the appointment as registered agent and agree to act in this capacity

Dated: 1-31-07

By: 
Natalie E. Oce
Registered Agent

1-31-07
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