

099000101490

Ronald S. Webster  
Counselor At Law  
Royal Palm Mall  
985 North Collier Boulevard  
Marco Island, Florida 34145

Telephone (941) 394-8999  
Facsimile (941) 394-3511

November 12, 1999

300003047399--6  
-11/17/99-01071-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

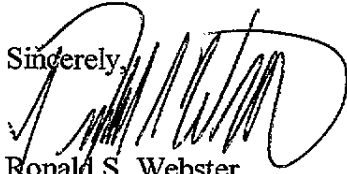
RE: Teacher's Soup, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Incorporation for the above-mentioned corporation together with a copy. Would you kindly file said documents and return them to this office. Also enclosed is a check in the sum of \$78.75 representing the filing fee in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact me.

Sincerely,

  
Ronald S. Webster  
RSW/ds

FILED  
1999 NOV 17 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell NOV 19 1999

FILED

1999 NOV 17 AM 9:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**TEACHER'S SOUP, INC.**

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is: TEACHER'S SOUP, INC., a new Florida Corporation. The mailing address is P.M.B. 1806900-29 Daniels Parkway, Ft. Myers, FL 33912. The business address is: 11640 Spoonbill Ave., Ft. Myers, FL 33913.

**ARTICLE II**

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares

of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation, Shares shall consist of one class only.

**ARTICLE IV**

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

**ARTICLE V**

The corporation shall exist perpetually.

**ARTICLE VI**

The street address of the initial registered office of this corporation is 985 N. Collier Blvd., Marco Island, FL 34145 and the name of its initial Resident Agent is Ronald S. Webster.

**ARTICLE VII**

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

**ARTICLE VIII**

The initial subscribers, incorporators and officers are:

MARC A. LEVASSEUR	President, Secretary
11640 Spoonbill Lane	Subscriber and Shareholder
Ft. Myers, FL 33913	

**ARTICLE IX**

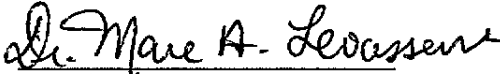
The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholder before sale to a third person.

**ARTICLE X**

The Articles may be amended only by unanimous consent of the stockholder.

**ARTICLE XI**

The stockholder may enact By-laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.

  
MARC A. LEVASSEUR  
President, Secretary,  
Treasurer, Subscriber and  
Shareholder


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901. Florida Statutes, the following is submitted, in compliance with said act.

First-----That TEACHER'S SOUP, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Naples, County of Collier, State of Florida, has named RONALD S. WEBSTER, 985 N. Collier Blvd., Marco Island, FL 34145 County of Collier, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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 to agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RONALD S. WEBSTER  
RESIDENT AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 NOV 17 AM 9:52

FILED