P99000086458

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

200002978332--9
-09/03/99--01066--002
*****70.00 *****70.00

SUBJECT: PS CORPORATION

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the $ 70.00 filing fee.

FROM: Michael D. MacDonald
Business Advisory Group Inc.
2300 Palm Beach lakes Blvd.
Suite 217
West Palm Beach, Florida 33409
561-478-6388

FILED
99 SEP 30 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael GAVE AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 9-30-99
DOC. EXAM

W 20893

R. VARNADORE SEP 30 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 10, 1999

MICHAEL D MACDONALD
2300 PALM BEACH LAKES BLVD SUITE 217
WEST PALM BEACH, FL 33409

SUBJECT: PS CORPORATION
Ref. Number: W99000020893

We have received your document for PS CORPORATION and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

RoseAnn Varnadore
Corporate Specialist Supervisor

Letter Number: 799A00044804

FILED
99 SEP 30 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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:

Chef Pascal Corporation

ARTICLE II PRINCIPAL OFFICE

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

125 Wandering Trial
Jupiter, Florida 33458

ARTICLE III SHARES

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

10000 Shares. Such shares shall be of a single class and shall have a par value of $ .01 per share. Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof: or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.
3. The affirmative vote of all the shares of the corporation represented at a meeting which a quorum is present shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation, or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate or wind up its affairs.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Pascal A. Georget
125 Wandering Trail
Jupiter, Florida 33458

ARTICLE V INCORPORATOR(S)

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

Pascal A. Georget
125 Wandering Trail
Jupiter, Florida 33458

Sharon A. Keefe
125 Wandering Trail
Jupiter, Florida 33458

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 1ST day of September, 19 99.

Sharon A Keefe
Signature

Signature

ARTICLE VI EFFECTIVE DATE OF INCORPORATION

The date and time of the commencement of corporate existence is September 15, 1999.

FILED
99 SEP 30 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWINGSTATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Chef Pascal Corporation

2. The name and address of the registered agent and office is:

Pascal A. Georget
125 Wandering Trail
Jupiter, Florida 33458

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) 09/1/99 (DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314