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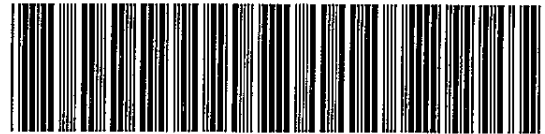
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TALLAHASSEE, FLORIDA

Amend/Restated/CC  
10

LAW OFFICES  
**IVAN A. GOMEZ. P.A.**

COURVOISIER CENTRE II  
601 BRICKELL KEY DRIVE • SUITE 507  
MIAMI, FLORIDA 33131-2623  
(305) 371-9213  
TELECOPIER (305) 358-4658

IVAN A. GOMEZ  
BOARD CERTIFIED TAX ATTORNEY

February 21, 2003

**AIRBORNE EXPRESS #8641965356**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Swiss Chalet Fine Foods West, Inc.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended & Restated Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$43.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75

Please file the original of the enclosed Amended & Restated Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed an Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,



Ivan A. Gomez

LAG/ip  
CAWPDOCS\Swiss Chalet Fine Foods West\A&R Sec State.L.wpd  
Enclosures

FILED  
03 FEB 24 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SWISS CHALET FINE FOODS WEST, INC.  
a Florida Corporation**

FILED  
03 FEB 24 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, officers of Swiss Chalet Fine Foods West, Inc., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is SWISS CHALET FINE FOODS WEST, INC.

**ARTICLE II  
OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 9455 N.W. 40th Street Road, Miami, FL 33178, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**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 100,000 shares of One Dollar (\$1.00) par value Common Stock.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131 and the name of the Registered Agent of the Corporation at that address is IAG Corporate Services, Inc.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The Corporation shall have three (3) directors to hold office until the next annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Hans Baumann	9455 N.W. 40th Street Road Miami, FL 33178
Claire Baumann	9455 N.W. 40th Street Road Miami, FL 33178
Y. Hans Baumann	8956 Sorensen Santa Fe Springs, CA

**ARTICLE VII**  
**INCORPORATORS**

The names and addresses of the incorporators to these Amended and Restated Articles of Incorporation of the Corporation are:

<u>Name</u>	<u>Address</u>
Hans Baumann	9455 N.W. 40th Street Road Miami, FL 33178
Claire Baumann	9455 N.W. 40th Street Road Miami, FL 33178


**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.

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on February 21st, 2003, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
on this 2/21/03 day of February, 2003.

(CORPORATE SEAL)

  
Hans Baumann, Incorporator  
President, Director

  
Claire Baumann, Incorporator  
Secretary/Director

### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of SWISS CHALET FINE FOODS WEST, INC., as made in the foregoing Amended and Restated Articles of Incorporation.

LAG Corporate Services, Inc.

Date: 2/23/03.

By: Ivan A. Gómez, President