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BY FEDERAL EXPRESS - OVERNIGHT DELIVERY

October 5, 1998

Beth Register, Document Specialist Supervisor
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Chop & Chomp, Inc.
Document Number P97000089240

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-10/06/98--01002--012
*****87.50 *****87.50

Dear Ms. Register:

As discussed with my Secretary, Eve, enclosed find Affidavit as to Dissolution and Release of Name of referenced corporation, Chop & Chomp, Inc., executed by its Registered Agent, Michael Riley, along with Articles of Dissolution, costs in the amount of \$35.00 plus certificate of status for \$8.75, for a total of \$43.75, and appropriate copies.

Also enclosed find new *not for profit* Articles of Incorporation of Chop & Chomp, Inc., along with appropriate copies and costs of \$87.50.

I sincerely appreciate your courtesies extended to our office in this matter and hope this straightens everything out. If we need to submit anything further, please do not hesitate to call us collect.

Sincerely,

RAYMOND A. DAVID, JR.

RADjr/eb
encls.

Eve.

Ray David GAVE
AUTHORIZATION BY PHONE TO
CORRECT art III + VII
DATE 10-6-98
DOC. EXAM BR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -6 PM 2:52

FILED

BR 10-6-98

**AFFIDAVIT AS TO DISSOLUTION AND RELEASE OF NAME
OF CHOP & CHOMP, INC.**

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, this day personally appeared, MICHAEL RILEY, *who is personally known to me*, who, being by me first duly sworn, deposes and says:

1) That he is the Registered Agent\Director\Officer and Subscriber to that certain Florida corporation known as Chop & Chomp, Inc., and as such makes this affidavit based upon his own personal knowledge and belief.

2) That said corporation was incorporated on or about October 16, 1997, under Document #P97000089240(0), through the Florida Department of State, Division of Corporations.

3) That he has executed Articles of Dissolution as to Chop & Chomp, Inc. as filed herewith.

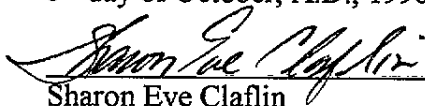
4) That he, nor any officer and/or director of Chop & Chomp, Inc. has any intention of revoking said Articles of Dissolution.

5) That he is releasing the name of the corporation known as Chop & Chomp, Inc. to a new *not for profit Florida corporation* to be known as Chop & Chomp, Inc..

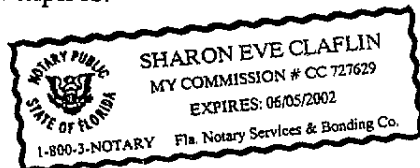
Further, affiant sayeth not.


MICHAEL RILEY

Sworn to and subscribed to before me this
5th day of October, A.D., 1998.


Sharon Eve Claflin
Notary Public, State of Florida at Large
My Commission expires:

(SEAL)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHOP & CHOMP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the *Florida Not for Profit Corporation Act*, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is **CHOP & CHOMP, INC.**

ARTICLE II. LOCATION

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

330 E. Bay Street, Jacksonville, Florida 32202.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of promoting goodwill between Florida State University and the University of Florida.

ARTICLE IV. QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-Laws.

ARTICLE V. TERM OF EXISTENCE

The existence of this corporation shall commence as the date these Articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The resident agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida has named **MICHAEL RILEY**, located at **330 E. Bay Street, Jacksonville, Florida 32202**, as its agent to accept service of process within the state.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall be managed by the Board of Directors. This corporation shall have three ~~three~~ director(s) initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three, nor more than ten. ~~ten~~

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

NAME	ADDRESS
HENRY COOK	330 E. Bay Street Jacksonville, Florida 32202
MICHAEL RILEY	330 E. Bay Street Jacksonville, Florida 32202
RICK GUTTERY	330 E. Bay Street Jacksonville, Florida 32202

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

NAME	ADDRESS
MICHAEL RILEY	330 E. Bay Street Jacksonville, Florida 32202

ARTICLE IX. OFFICERS

Section 1. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

HENRY COOK	President
MICHAEL RILEY	Vice-President
RICK GUTTERY	Secretary/Treasurer

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE X. BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI. AMENDMENTS

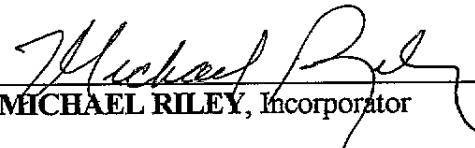
Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XII. INDEMNIFICATION

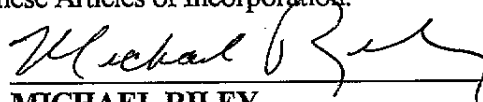
This corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who, at the request of the Board of Directors of the corporation, may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal, this 5th day of October, A.D., 1998, for the purpose of forming this corporation under the laws of the State of Florida.


MICHAEL RILEY, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared MICHAEL RILEY to me known to be the person(s) described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.


MICHAEL RILEY

The foregoing instrument was acknowledged before me this 5th day of October, A.D., 1998, by MICHAEL RILEY who produced a Florida Driver's License Numbered Personally Known as personal identification and who did take an oath.

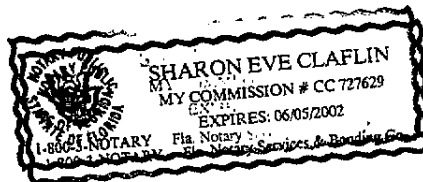
NOTARY PUBLIC:



SHARON EVE CLAFLIN

Notary Signature Printed

My Commission expires:...



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CHOP & CHOMP, INC., desiring to organize a *Not for Profit Corporation* under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at **330 E. Bay Street, Jacksonville, Florida 32202**, has named **MICHAEL RILEY, of 330 E. Bay Street, Jacksonville, Florida 32202**, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MICHAEL RILEY, Registered Agent

DATED: October 5, 1998