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

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-02/23/00--01012--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To Whom It May Concern:

Enclosed for filing with the Florida Department of State are the following:

1. Articles of Incorporation of The Chef Recommends, Inc.;
2. Designation and Acceptance of Registered Agent of The Chef Recommends, Inc.
3. Check payable to the Florida Department of State in the amount of \$87.50 for the filing fee and charges for a certified copy and a Certificate of Status.

Please file the Articles of Incorporation and return proof of filing to this office. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Kerri J. Stroupe

FILED  
2000 FEB 28 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

kjs

cc: Thos C. Schmidt

Ch 3/17

**ARTICLES OF INCORPORATION  
OF  
THE CHEF RECOMMENDS, INC.**

**FILED**  
2000 FEB 28 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this Corporation shall be:

The Chef Recommends, Inc.

and its principal office and mailing address shall be at: 4715 Casenave, Pensacola, FL 32514.

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

4715 Casenave  
Pensacola, FL 32514

The name of the initial registered agent of this Corporation at that address shall be:

Thos C. Schmidt

**ARTICLE VI**

**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Thos C. Schmidt  
4715 Casenave  
Pensacola, FL 32514

**ARTICLE VII**

**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

| <u>Name</u>     | <u>Street Address</u>                |
|-----------------|--------------------------------------|
| Thos C. Schmidt | 4715 Casenave<br>Pensacola, FL 32514 |

## **ARTICLE VIII**

### **PREEMPTIVE RIGHTS**

1. Shareholders of the corporation shall have preemptive rights for all issues of any class of stock now issued or in the future, no matter when authorized as set forth in the Bylaws.

## **ARTICLE IX**

### **MANAGEMENT & REGULATION OF AFFAIRS AND POWERS OF THE CORPORATION, ITS BOARD OF DIRECTORS AND SHAREHOLDERS**

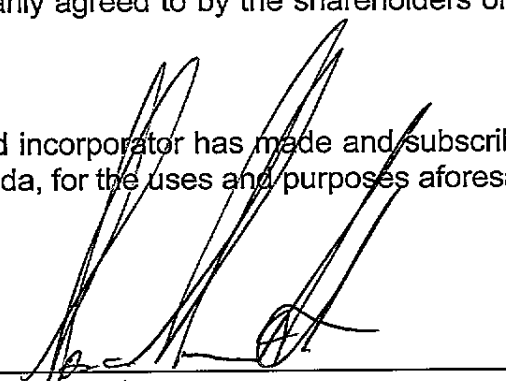
Management and regulation of affairs and powers of the Corporation, its Board of Directors and shareholders shall be by the Board of Directors as provided in the Bylaws and as may be delegated by the Board to the Officers.

## **ARTICLE X**

### **NO IMPOSITION OF PERSONAL LIABILITY ON SHAREHOLDERS**

No personal liability will be imposed on shareholders for the debts of the Corporation, except as may be otherwise voluntarily agreed to by the shareholders or as may be otherwise required under law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 22 day of February, 2000.

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing document was executed before me this 22 day of February, 2000, by Thos C. Schmidt, who is personally known to me and who did take an oath.

(SEAL)

**TERRI G. SLAY**  
"Notary Public-State of FL"  
Comm. Exp. April 16, 2001  
Comm. No. CC629496

Terri G. Slay  
Signature of Notary

Terri G. Slay  
Typed Name of Notary

Notary Public

Commission No.: CC 629496

FILED

2000 FEB 28 AM 9:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT  
OF  
THE CHEF RECOMMENDS, INC.**

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, The Chef Recommends, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 4715 Casenave, Pensacola, FL 32514, has named Thos C. Schmidt located thereat as its registered agent to accept service of process within this state.

By: 

Thos C. Schmidt  
Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

Thos C. Schmidt  
Registered Agent