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JACOBS & ASSOCIATES, P.A.

ATTORNEYS AT LAW

401 CENTRE STREET  
THE HISTORIC POST OFFICE BUILDING  
SECOND FLOOR

FERNANDINA BEACH, FLORIDA 32034

ARTHUR I. JACOBS  
LANNY M. RAUER

OF COUNSEL  
E. CLINCH KAVANAUGH

TELEPHONE (904) 261-3693  
FAX NO. (904) 261-7879

MAILING ADDRESS

POST OFFICE BOX 1110  
FERNANDINA BEACH, FL 32035-1110

April 13, 2000

Secretary of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: INNOVATIVE CULINARY SOLUTIONS, INC.

Dear Sir:

I am enclosing an original and a copy of Certificate of Domestication of Foreign Corporation and Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed for the filing of same.

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Sincerely yours,

  
Arthur I. Jacobs

AJJ/bs

Enclosures

FILED  
00 APR 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-04/17/00--01108--020  
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-04/27/00--01014--006  
\*\*\*\*\*50.00 \*\*\*\*\*50.00

CB  
4-27-00  
A



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 21, 2000

JACOBS & ASSOCIATES, P.A.  
ARTHUR I. JACOBS, HISTORIC P.O. BUILDING  
401 CENTRE STREET, 2ND. FLOOR  
FERNANDINA BEACH, FL 32034

SUBJECT: INNOVATIVE CULINARY SOLUTIONS, INC.  
Ref. Number: W00000010523

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

We have received your document for INNOVATIVE CULINARY SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$50.00.

To Domesticate is 50.00. Alone with the Filing Fee of Your New Articles. If, You wish to have a Certification of Status or Certified Copy Please send an additional \$8.75.

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) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 100A00022006

**CERTIFICATE OF DOMESTICATION OF FOREIGN CORPORATION**

STATE OF FLORIDA  
COUNTY OF NASSAU

I, **WILLIAM W. POWELL**, do hereby certify the following matters:

1. The Date on which, and jurisdiction where, the corporation was first formed, incorporated, or otherwise came into being: **January 1, 2000.**
2. The name of the corporation immediately prior to the filing of the Certificate of Domestication: **Innovative Culinary Solutions, Inc.**
3. The name of the corporation as set forth in its Articles of Incorporation; and: **Innovative Culinary Solutions, Inc.**
4. The jurisdiction that constituted the seat, siege social or principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Domestication: **601 South Peters Road, #E-1, Knoxville, TN 37922.**

Further, Affiant sayeth not.

**INNOVATIVE CULINARY  
SOLUTIONS, INC.**

By: \_\_\_\_\_

**WILLIAM W. POWELL**

Its: President

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **WILLIAM W. POWELL, the President of INNOVATIVE CULINARY SOLUTIONS, INC.**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (Check one:) \_\_\_ Said person is personally known to me. XX Said person provided the following type of identification: Florida Drivers Licence.

Witness my hand and official seal in the County and State last aforesaid this 31<sup>st</sup> day of March, 2000.

Notary Public, State and County Aforesaid

Notary Signature  
My Commission Expires



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**ARTICLES OF INCORPORATION  
OF  
INNOVATIVE CULINARY SOLUTIONS, INC.**

**FILED**  
00 APR 27 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

**ARTICLE I**

**Name & Address**

The name of this Corporation shall be:

**INNOVATIVE CULINARY SOLUTIONS, INC.**

The place of business shall be located at:

1276 Quattlefield Lane  
Fernandina Beach, Florida 32034

**ARTICLE II**

**Term of Existence**

The duration of this Corporation is to be perpetual.

**ARTICLE III**

**Purpose**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

**Stock Clause**

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.

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Jacobs & Associates, P. A.

P. O. Box 1110

Fernandina Beach, Florida 32034-1110

Florida Bar No. 108249

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ARTICLE V  
Owners

This corporation shall initially have one director. The number of directors may be increased by an appropriate amendment to the Bylaws of the Corporation, but shall never be less than one. The Directors shall serve until their successors shall be elected/appointed at the first meeting of the stockholders. The names and mailing addresses of the initial board of directors are as follows:

William W. Powell  
1276 Quattlefield Lane  
Fernandina Beach, Florida 32034

ARTICLE VI  
Incorporator

The name and address of the person signing these Articles is:

William W. Powell  
1276 Quattlefield Lane  
Fernandina Beach, Florida 32034

ARTICLE VII  
Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII  
Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding the corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided by §607.0831, Florida Statutes (1990).

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ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this March 20, 2000.

  
\_\_\_\_\_  
William W. Powell

((H00000012422 2))

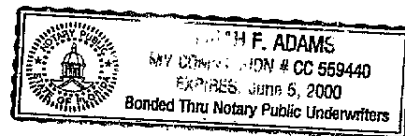
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STATE OF FLORIDA  
COUNTY OF NASSAU

BEFORE ME, the undersigned authority, personally appeared **William W. Powell** who being personally known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this March 20, 2000.

  
Notary Public  
My commission Expires:



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Jacobs & Associates, P. A.  
P. O. Box 1110  
Fernandina Beach, Florida 32035-1110  
Florida Bar No. 108249

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CERTIFICATE DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted  
in compliance with said sections:

INNOVATIVE CULINARY SOLUTIONS, INC.- desiring to organize under the laws of the State of  
Florida with its principal office as indicated in the Articles of Incorporation, at **1276 Quattlefield Lane,  
Fernandina Beach, Florida 32034**, has named **William W. Powell** as its registered agent to accept  
service of process within this state, who is located at the following registered office:

William W. Powell  
1276 Quattlefield Lane  
Fernandina Beach, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting  
service of process at the registered office designated in this certificate, I hereby accept such appointment  
and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping  
open the registered office.

  
Registered Agent

FILED  
00 APR 27 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Fernandina Beach, Florida 32035-1110  
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