

*Law Offices of
Robert M. Worman, P.A.*

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10 May 2000

00 MAY 12 AM 10:40

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

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-05/12/00--01137--002
*****70.00 *****70.00

Re: Filing Articles of Incorporation of: Chef Tony Merola's Brands, Inc.

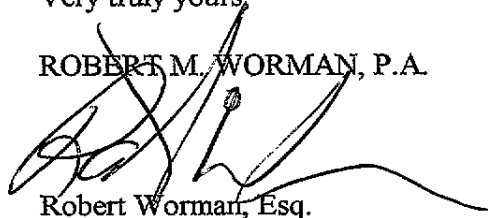
Dear Secretary,

I have enclosed herewith the original Articles of Incorporation of **Chef Tony Merola's Brands, Inc.**, along with the Certificate of Designation of Registered Agent for filing together with my check in the amount of \$70.00, for fees of same. Additionally, I have enclosed herewith an extra copy of the Articles of Incorporation, and a self-addressed stamped envelope. Please place the appropriate stamp on the copy to indicate that the filing has been completed and return to the undersigned.

Thank you for your valuable assistance in this matter.

Very truly yours,

ROBERT M. WORMAN, P.A.



Robert Worman, Esq.

cc: Anthony and Mary Lou Merola

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D. BROWN MAY 17 2000

ARTICLES OF INCORPORATION
OF
CHEF TONY MEROLA'S BRANDS, INC.

00 MAY 12 AM 10:40
FILED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

The undersigned acting as incorporator of a corporation under Chapter 607, Florida Statutes, the "Florida Business Corporations Act", adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is CHEF TONY MEROLA'S BRANDS, Inc.

ARTICLE II

The period of existence for this corporation is perpetual.

ARTICLE III

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

The authorized capital stock of this corporation shall be 500 shares of common stock with a par value of \$1.00 per share.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred Dollars (500.00).

ARTICLE VI

The street address of the initial business office of this corporation is 16898Crestview Lane, Weston, Florida 33326-1578, and the name of the initial registered agent of this corporation is Anthony Merola, 16898 Crestview Lane, Weston, Florida 33326-1578.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but it shall never be less than one. Name and address of the initial directors of this corporation is:

Mary Lou Merola
16898 Crestview Lane,
Weston, Florida 33326-1578.

Anthony Merola
16898 Crestview Lane,
Weston, Florida 33326-1578.

ARTICLE VIII

The name and post office address of the subscriber to these Articles of Incorporation and the number of shares which he agrees to take is:

Mary Lou Merola-250 shares
16898 Crestview Lane,
Weston, Florida 33326-1578.


Anthony Merola-250 shares
16898 Crestview Lane,
Weston, Florida 33326-1587.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and any right conferred upon the share holders is subject to this reservation.

The undersigned has executed these Articles of Incorporation for:
CHEF TONY MEROLA'S BRANDS, Inc. this 4 of May, 2000.


Mary Lou Merola
President/Incorporator


Anthony Merola
Vice-President/Incorporator

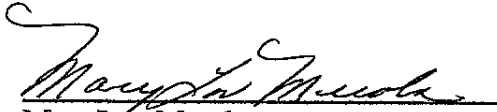
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

CO MAY 12 AM 10:41


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Chef Tony Merola's Brands, Inc.**
2. The name and address of the registered agent and office is:

Anthony Merola
16898 Crestview Lane,
Weston, Florida 33326 - 1578


Mary Lou Merola
President/Incorporator
date: 5/4/2000

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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Anthony Merola
Registered Agent
date: 5/4/2000