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July 26, 2000

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
00 JUL 27 AM 10:37
SECTION 17.01
TALLAHASSEE, FLORIDA

Re: Restaurant Meals.Com, Inc.

300003338399--4
-07/27/00--01073--008
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization for Restaurant Meals.Com, Inc. In addition, I have enclosed herewith a draft in the amount of \$78.75 representing the filing fee along with the fee for a Certificate of Status. Please forward this certificate to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter. If you have any questions or desire any additional information, please do not hesitate to contact me.

Yours truly,

Wendy Ehlers

Wendy Ehlers
Paralegal

Enclosures

cc: Rodney Hoffman, Esq.
Steven Brooks, Esq.

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(4845.00)

JK/31

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Restaurant Meals.Com, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 9353 West Sample Road #200, Coral Springs, Florida 33065.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in the following activities: manufacturing, marketing and sale of food products and any other activities which may be lawfully carried on by a corporation organized under the Florida Business Corporation Law.

ARTICLE IV - SHARES

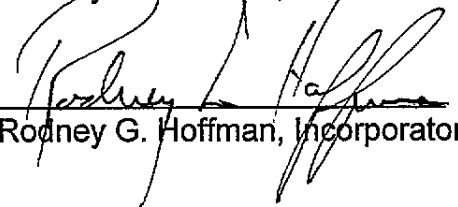
The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Ed Schwartz, 1422 Lantana Court, Weston, Florida 33326.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Rodney G. Hoffman, 99 Summer Street, Boston, MA 02110.


Rodney G. Hoffman, Incorporator

7/18/00
Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 and accept the obligations of my position as registered agent.



Ed Schwartz, Registered Agent

7-20-00

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA