



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 810161 9154A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 24 PM 3:28

ORDER DATE : August 24, 2000

ORDER TIME : 12:48 PM

ORDER NO. : 810161-005

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CUSTOMER NO: 9154A

CUSTOMER: Roger F. Borrello, Esq
Roger F. Borrello, Esq

Suite 301
300 N.w. 70th Avenue
Plantation, FL 33317

DOMESTIC FILING

NAME: CATERING 'N MORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

CN
8/24/00

ARTICLES OF INCORPORATION
OF
CATERING 'N MORE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said Corporation:

ARTICLE I: NAME

The name of this Corporation shall be:

CATERING 'N MORE, INC.

and its business shall be carried on in Palm Beach County, Florida, and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, territory or nation.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To buy, sell, manufacture, repair, alter and exchange, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 1,000 shares of no par value stock.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE V: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is: 6020 N. Federal Highway, Suite 3
Boca Raton, FL 33487.

ARTICLE VII: DIRECTORS

This Corporation shall have not less than two Directors who need not be stockholders. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than two (2).

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follows:

President:	HOWARD SHAINÉ 300 NW 70 Ave., #301 Plantation, FL 33317
Treasurer:	FRANK GUERRIERI 300 NW 70 Ave., #301 Plantation, FL 33317
Secretary:	FRANK GUERRIERI 300 NW 70 Ave., #301 Plantation, FL 33317
Directors:	Same as above

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefor are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount paid</u>
FRANK GUERRIERI	300 NW 70 Ave. Suite 301 Plantation, FL 33317	100	\$500.00
HOWARD SHAIN	300 NW 70 Ave. Suite 301 Plantation, FL 33317	100	\$500.00

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchises of this Corporation.
3. If the By-Laws so provide, to designate by resolution two or more of their number to constitute an Executive Committee, which Committee, to the extent provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during the intervals between the meetings of the board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it to the corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or transfer, by notice in writing which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the board of Directors may in any particular instance waive the requirements.

ARTICLE XIII: PRE-EMPTIVE RIGHTS


The stockholders shall have pre-emptive rights in the issuance of any additional stock to maintain their proportionate interest in the corporation.

ARTICLE XIV: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered Agent of the Corporation is: HOWARD SHAINÉ, 6020 N. Federal Highway, Suite 3, Boca Raton, Florida 33487.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of August, 2000.

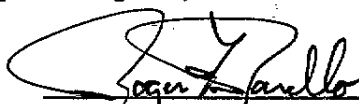

FRANK GUERRIERI, Subscriber


HOWARD SHAINÉ, Subscriber
and Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared FRANK GUERRIERI and HOWARD SHAINÉ, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation of CATERING 'N MORE, INC., and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County of Broward, State of Florida, this 22nd day of August, 2000.



Notary Public
State of Florida at Large

My Commission expires:




ROGER F. BORRELLO
COMMISSION # CC 704898
EXPIRES DEC 28, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 24 PM 3:28

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


That CATERING 'N MORE, INC. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named HOWARD SHAINÉ, located at 6020 N. Federal Highway, Suite 3, Boca Raton, Florida 33487, as its agent to accept service of process within Florida.


HOWARD SHAINÉ

Title: President

Date: August 22, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


HOWARD SHAINÉ, Resident Agent

Date: August 22, 2000