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LIVINGSTON, PATTERSON, STRICKLAND & WEINER, P.A.

ATTORNEYS AT LAW

46 NORTH WASHINGTON BOULEVARD, SUITE 1

SARASOTA, FLORIDA 34236

CHARLES H. LIVINGSTON

JOHN PATTERSON

JOHN M. STRICKLAND

NEVIN A. WEINER

REX A. ROTEN

SUE A. JACOBSON

VICKIE L. SHESLER

1953-1999

TELEPHONE
(941) 365-0550

TELECOPIER
(941) 366-0826

E-MAIL
LPSW@LPSW.COM

November 27, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32301

Re: No Leftovers, Inc.

300003478603--5
-11/28/00--01077--002
*****78.75 *****78.75

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$78.75 to cover the following fees:

\$35.00 - Filing Fee
8.75 - One Certified Copy
35.00 - Registered Agent


Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgment to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.


Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.


April A. Haley
Corporate Legal Assistant

FILED
00 NOV 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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FILED
00 NOV 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
NO LEFTOVERS, INC.**

Article I - Name

The name of this corporation is No Leftovers, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of one-cent par value common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 North Washington Blvd., #1, Sarasota, Florida 34236.

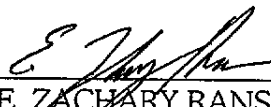
Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is E. Zachary Rans.

Article V - Incorporator

The name and address of the person signing these Articles is E. Zachary Rans, 46 North Washington Blvd., #1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of November, 2000.



E. ZACHARY RANS
Incorporator

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, E. ZACHARY RANS, having a street address of 46 North Washington Blvd., #1, Sarasota, Florida 34236, having been appointed by the directors of NO LEFTOVERS, INC., as registered agent, states as follows:

1. The address of the registered agent shall be 46 North Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.
2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.



E. ZACHARY RANS

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