

P00000  114807

TRANSMITTAL LETTER

Department of State  
Division Of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100003495741-4  
12/11/00=01140=002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Subject: Gator Culinary Consulting, Inc.  
(Proposed Corporate Name – Must Include Suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00  
Filing Fee

\$ 78.75  
Filing Fee  
& Certificate

|  |  |
|--|--|
| <input type="checkbox"/> \$ 122.50<br>Filing Fee<br>& Certified Copy | <input checked="" type="checkbox"/> \$ 131.25<br>Filing Fee<br>Certified Copy<br>& Certificate |
| Additional Copy Required   |  |

#87.50

FROM:

Roy Mitchell, II  
Name (Printed or Typed)

~~614 Heartland Circle~~ 423 High View  
Address

~~Mulberry, Florida 33860~~  
City, State, & Zip

~~863-537-4571~~  
Daytime Telephone Number

LAKELAND, FL 33803

863-709-8020

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 DEC 11 PM 1:24

FILED

GATOR CULINARY CONSULTING, INC.  
P.O. BOX 1303  
BARTOW, FLORIDA 33830

F. CHESTER DEC 1 5 2000

ARTICLES OF INCORPORATION  
OF  
GATOR CULINARY CONSULTING, INC.

FILED  
00 DEC 11 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Gator Culinary Consulting, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of Capital Stock with a value of \$ 1.00 per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a value of \$ 1.00 per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

Principal Office

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 423 High View Ln, Lakeland, FL 33803 registered agent at such address is Roy Mitchell, II. Mailing address: P.O. Bx 1303 Bartow, FL. 33831

SIXTH: The initial board of directors shall consist of 1 member, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

| Name                   | Number and Street                                   | City                            | State | Zip Code                  |
|------------------------|---|---------------------------------|-------|---------------------------|
| <u>Roy Mitchell II</u> | <del>614 Heartland Circle</del><br>423 HIGH VIEW LN | <del>Mulberry</del><br>LAKELAND | FL    | <del>33860</del><br>33803 |

EIGHTH: The name and address of the initial incorporator is as follows:

| Name                   | Number and Street                                   | City                            | State | Zip Code                  |
|------------------------|---|---------------------------------|-------|---------------------------|
| <u>Roy Mitchell II</u> | <del>614 Heartland Circle</del><br>423 HIGH VIEW LN | <del>Mulberry</del><br>LAKELAND | FL    | <del>33860</del><br>33803 |

NINTH: An affirmative vote of three fourths of the shares of the corporation shall be required for any shareholder action.

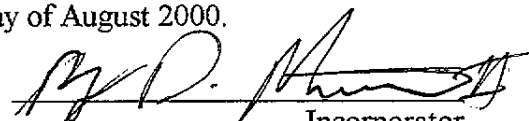
TENTH: The shareholders shall have the power to adopt, amend, alter, change, or repel the articles of incorporation when proposed and approved at a stockholder meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, term, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

TWELFTH: The address of the principal office is 614 Heartland Circle; Mulberry, FL. 33860

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice President of said Corporation not less than 24 hours prior to the time set for holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote as said election.

IN WITNESS WHEREOF: THE UNDERSIGNED has (have) executed these articles of incorporation at Lakeland, Florida on the Seventh day of August 2000.

  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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:

Gator Culinary Consulting, Inc.

2. The name and address of the registered agent and office is:

Roy Mitchell, II

(Name)

~~614 Heartland Circle~~ 423 H164 VIEW LN

(P.O. Box or Mail Drop Box NOT Acceptable)

~~Malberry, Florida 33860~~ LAKELAND, FL 33803

(City/State/Zip)

*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 with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

12-1-00

(DATE)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 DEC 11 PM 1:24

FILED