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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

PR S Cuisine, Inc.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 7, 2001

EMPIRE

SUBJECT: P R S CUISINE, INC.
REF: W01000020838

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME:

The name of the Florida corporation shall be:

P R S CUISINE, INC.

Principal Mailing Address:

S. J. Wagner, 1700 West New Haven Avenue, #401, Melbourne, Florida 32904

ARTICLE II NATURE OF BUSINESS

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, Country, territory or Nation.

ARTICLE III CAPITAL STOCK

The Corporation shall have the authority to issue **10,000** shares of common stock, par value zero per share

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

S. J. Wagner, 1700 West New Haven Avenue, #401, Melbourne, Florida 32904

ARTICLE VI INCORPORATOR (S)

The name and address of the Incorporator to this articles of incorporation is (are):

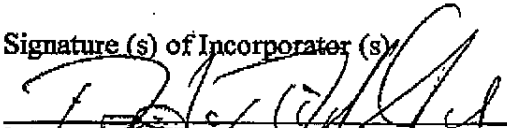
International Business Companies USA Corporate Services, Ltd.

71-58 Austin Street, Suite 207, Forest Hills, New York 11375

Telephone: 888.552.9333, Facsimile: 888.945.4333

IN WITNESS WHEREOF, The undersigned Incorporator(S) have (has) executed these Articles of Incorporation this 6th September 2001.

Signature (s) of Incorporator (s)



International Business Companies USA Corporate Services, Ltd.

Dr. L. David Sherry, MA, Ph.D., Th.D. (h.c.), Managing Director

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 :

P R S CUISINE, INC.

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

S. J. Wagner
 1700 W. New Haven Ave. #40
 (P.O. BOX NOT ACCEPTABLE)

Melbourne, FL 32904
 (CITY / STATE / ZIP)

SIGNATURE: X

S. J. Wagner

Dr. L. David Sherry, MA, Ph.D. as attorney-in-fact

TITLE: _____

DATE: 09.06.01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: X

S. J. Wagner

Dr. L. David Sherry, MA, Ph.D. as attorney-in-fact

DATE: 09.06.01

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