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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Board Certified Tax Lawyer)

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September 20, 2001

Via UPS Overnight

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Schiappa Foods Corp.

Dear Sir or Madam:

Enclosed please find two (2) original Articles of Incorporation for the above-named corporation along with our check # 5278 in the amount of \$122.50 as the filing fee. Please return a certified original to our office in the self-addressed, stamped envelope provided.

Should you have any questions, please do not hesitate to call.

Very truly yours,

RICHARD P. ZARETSKY, P.A.

Susan M. Bryant
Susan M. Bryant

RPZ/smb
enclosures

D. BROWN SEP 25 2001

ARTICLES OF INCORPORATION OF
SCHIAPPA FOODS CORP.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is SCHIAPPA FOODS CORP.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purpose for which the Corporation is to own and operate food service facilities and for all business which is legal in the State of Florida.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one dollar.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, Florida 33401. The name of its initial registered agent at such address is Richard P. Zaretsky.

ARTICLE SIX

The street address of the corporation's principal office is: 630 South Sapodilla Avenue, #PH15, West Palm Beach, Florida 33401.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than one and no more than three directors. The names and addresses of each person who is to serve as a member of the initial Board of Directors is:

MICHAEL SCHIAPPA, 630 S. Sappodilla Ave., #PH 15, West Palm Beach, FL 33401.

ALENA SCHIAPPA, 630 S. Sappodilla Ave., #PH 15, West Palm Beach, FL 33401.

ARTICLE EIGHT

The name and address of each incorporator is:

Richard P. Zaretsky	1655 Palm Beach Lakes Blvd. Suite 900 West Palm Beach, FL 33401
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EXECUTED by the undersigned at West Palm Beach, Florida this 19th day of September, 2001.

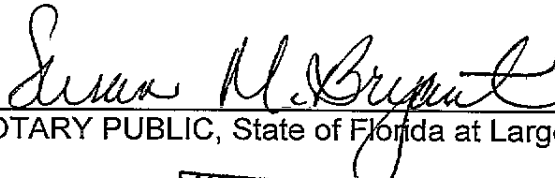


RICHARD P. ZARETSKY, INCORPORATOR

State of Florida)
County of Palm Beach)

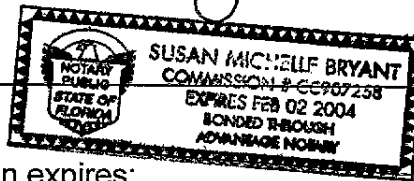
BEFORE ME, the undersigned authority, personally appeared Richard P. Zaretsky, who after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for SCHIAPPA FOODS CORP, a Florida corporation, for the purposes herein expressed.

Witness my hand and official seal at the State and County aforesaid, this 19th day of September, 2001.



NOTARY PUBLIC, State of Florida at Large

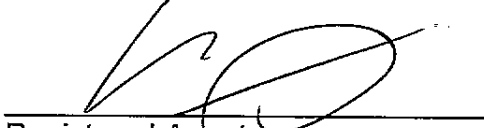
PRINT NAME



My commission expires:

ACCEPTANCE OF DESIGNATION

I, RICHARD P. ZARETSKY, hereby accept the designation of registered agent for SCHIAPPA FOODS CORP.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA