

PO1000105474
TRANSMITTAL MEMO

TO: Florida Department of State, Division of Corporations

FROM: LEONARD R. ROSS, ESQUIRE
434 NORTH HALIFAX AVENUE, SUITE 1
DAYTONA BEACH, FLORIDA 32118

RE: Chef Papa, Inc.

DATE: October 23 2001

Transmitted herewith for your records, please find the following:

ARTICLES OF INCORPORATION to be filed and returned to my office.

Please do not hesitate to contact me with any questions or concerns please do not hesitate to call our office at (386) 258-5069.

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01 OCT 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sue Burcham GAVE
AUTHORIZATION BY PHONE TO
CORRECT articles
DATE 11/1
DOC. EXAM BC

NO1-24849
OK 11/1

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of this corporation shall be **CHEF PAPA, INC.**
2. **DURATION:** The period of duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States of America and of the State of Florida.
4. **CAPITAL STOCK:** Corporation is authorized to issue 1000 shares, all of one class at \$1.00 par value.
5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

THOMAS PAPA
122 EAST ORANGE AVENUE
DAYTONA BEACH, FLORIDA 32114

6. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have two (2) director initially. The number of directors may increase or decrease from time to time by an amendment of the by-laws of the corporation in the manner provided by law. The name and address of the initial director and shareholder of this corporation are:

THOMAS PAPA
122 EAST ORANGE AVENUE
DAYTONA BEACH, FLORIDA 32114

CALLIE PAPA
1550 FRANKLIN CIRCLE
HOLLY HILL, FLORIDA 32117

7. **INCORPORATORS:** The name and address of the incorporator signing these articles of incorporation is:

THOMAS PAPA
122 EAST ORANGE AVENUE
DAYTONA BEACH, FLORIDA 32114

CALLIE PAPA
1550 FRANKLIN CIRCLE
HOLLY HILL, FLORIDA 32117

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The corporation's principal office:

122 EAST ORANGE AVENUE
DAYTONA BEACH, FLORIDA 32114

The corporation's mailing address is:

122 EAST ORANGE AVENUE
DAYTONA BEACH, FLORIDA 32114

8. SHAREHOLDER QUORUM AND VOTING: Sixty (60%) percent of the shares entitled to vote, represented and in person or proxy, shall constitute a quorum and a meeting of the shareholders. If a quorum is present the affirmative vote of 55% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. SHAREHOLDERS ARE AS FOLLOWS:

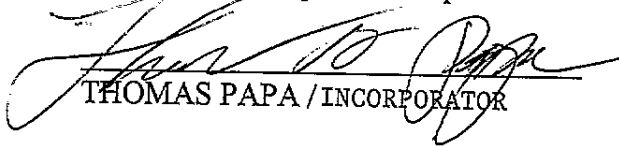
THOMAS PAPA -800
CALLIE PAPA - 200

10. PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares by any shareholder who does not exercise and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise pre-emptive rights. The right may be waived by affirmative written waiver submitted by the shareholder to the corporation.

11. FORMAL ACTION OF DIRECTORS: If any two (2) of the directors consent in writing to any action taken or to be taken by the corporation and the writings evidence therein consent filed with the secretary of the corporation, the action shall be valid as though authorized in a meeting of the board of directors.

IN WITNESS WHEREOF the undersigned incorporators has executed these Articles of Incorporation this 23rd day of October, 2001.

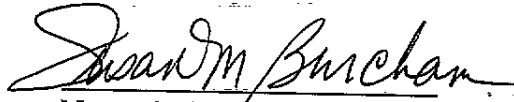
I affirmatively agree to act as registered agent for the above-captioned corporation.


THOMAS PAPA / INCORPORATOR

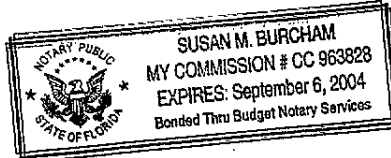
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned authority, personally appeared THOMAS PAPA to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of October, 2001.


Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA