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REFERENCE : 346491 81095A

AUTHORIZATION :

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02 FEB -5 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 5, 2002

ORDER TIME : 11:07 AM

ORDER NO. : 346491-015

CUSTOMER NO: 81095A

CUSTOMER: Andrew J. Johnston, Esq  
Thomas W. Johnston, P.a.

Suite 301, Barnett Bank Bldg.  
2335 East Atlantic Boulevard  
Pompano Beach, FL 33062

RECEIVED  
02 FEB -5 AM 11:23  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SERIOUS FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

400004880944--2  
-02/05/02--01068--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

J. BRYAN FEB 5 2002

ARTICLES OF INCORPORATION  
OF  
SERIOUS FOODS, INC.

FILED  
02 FEB -5 PM 3:42  
SECRETARY 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 I

The name of the corporation is:

SERIOUS FOODS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To own and operate a restaurant
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of \$1.00. The

shares shall be designated "common shares."

#### ARTICLE V

The address of the principle office address of the corporation is 6 South Main Street, Gainesville, Florida, 32601. The mailing address for the corporation is 804 N.E. 3<sup>rd</sup> Avenue, Gainesville, Florida, 32601. The name and address of the initial Registered Agent is Whitney Anne Johnston, 2335 East Atlantic Boulevard, # 301, Pompano Beach, Florida, 33062.

#### ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Damon Thomason  
804 NE 3<sup>rd</sup> Avenue  
Gainesville, FL 32601

Gennaro Calabrese  
715 S.E. 2<sup>nd</sup> Avenue  
Gainesville, Florida 32601

#### ARTICLE VII

The name and address of the incorporator is:

Whitney Anne Johnston  
Thomas W. Johnston, P.A.  
Johnston, Thomas and Billington LLC  
2335 East Atlantic Boulevard, # 301  
Pompano Beach, Florida 33062

## ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

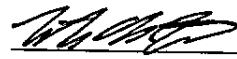
## ARTICLE IX

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4<sup>th</sup> day of February 2002.



Whitney Anne Johnston

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in  
compliance with said Act:

First, that Serious Foods, Inc., is qualified to do business under the laws of the  
State of Florida with its principal office at 6 South Main Street, Gainesville, Florida,  
32601, County of Alachua, State of Florida, and its mailing address at 804 N.E. 3<sup>rd</sup>  
Avenue, Gainesville, Florida, 32601, has appointed Whitney Anne Johnston, 2335 East  
Atlantic Boulevard, Suite 301, Pompano Beach, 33062, County of Broward, State of  
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,  
at place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of said Act relative to keeping open said office.

By:   
Registered Agent

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02 FEB -5 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA