

P02000081410

YOUNG, VAN ASSENDERP, VARNADOE & ANDERSON, P. A.
ATTORNEYS AT LAW

REPLY TO:

R. BRUCE ANDERSON
CLAY C. BROOKER
TASHA O. BUFORD
DANIEL H. COX
TIMOTHY S. FRANKLIN
DAVID P. HOPSTETTER*
C. LAURENCE KEESEY
KENZA VAN ASSENDERP
GEORGE L. VARNADOE
ROY C. YOUNG

*BOARD CERTIFIED REAL ESTATE LAWYER

OF COUNSEL
DAVID B. ERWIN
A.J. JIM SPALLA

Tallahassee

GALLIE'S HALL
225 SOUTH ADAMS STREET
SUITE 200
POST OFFICE BOX 1833 (ZIP 32302-1833)
TALLAHASSEE, FLORIDA 32301
TELEPHONE (850) 222-7206
TELECOPIER (850) 561-6834

SUNTRUST BUILDING
801 LAUREL OAK DRIVE
SUITE 300
POST OFFICE BOX 7907 (ZIP 34101-7907)
NAPLES, FLORIDA 34108
TELEPHONE (239) 597-2814
TELECOPIER (239) 597-1060

24 July 2002

VIA HAND-DELIVERY

Division of Corporations
Secretary of State of Florida

To Whom It May Concern:

Attached or enclosed please find a set of articles of incorporation which contain a designation and acceptance of a registered agent and office for Chef for Hire, Inc., along with a check in the amount of \$43.75 to cover the filing fees and for a certificate of status.

Assuming the corporation is approved for filing with your office, could you please date stamp the attached copy of the first page of the articles and call me at the Tallahassee office number listed above to have our runner come over immediately to pick everything up.

Please don't hesitate to call with any questions or concerns.

Sincerely,

Tim Franklin

100006630611--8
-07/25/02--01004--001
*****43.75 *****43.75

100006630611--8
-07/25/02--01003--015
*****35.00 *****35.75

100006630611--8
-07/29/02--01003--015
*****35.00 *****35.00

RECEIVED

02 JUL 24 PM 3:38

FILED
02 JUL 26 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK JUL 26 2002

FILED

ARTICLES OF INCORPORATION

of

Chef for Hire, Inc.

02 JUL 26 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Florida corporation under the Florida Business Corporation Act, chapter 607, Florida Statutes (the "Act"), hereby adopt the following Articles of Incorporation of Chef for Hire, Inc. (these "Articles" and this "corporation"):

I. NAME. The legal name of this corporation shall be at all times:

"Chef for Hire, Inc."

II. ADDRESS. The address of the principal office of this corporation and the mailing address shall be as follows:

Principal/Physical Address:

1020 North Adams Street
Tallahassee, Florida 32303

Mailing Address:

4265 Benchmark Trace
Tallahassee, Florida 32317

III. DURATION. Until or unless dissolved sooner, the period of duration of this corporation shall be perpetual.

IV. PURPOSE. The purpose for which this corporation is organized is to engage in all lawful business activity permitted under the laws of the United States of America and the State of Florida, and specifically to own and operate a restaurant and catering business.

V. STOCK. The corporation shall be authorized to issue one hundred (100) shares of common stock, all of one class, with a par value of \$1.00 per share.

VI. BOARD OF DIRECTORS. The corporate powers of this corporation shall be vested in a Board of Directors (the "Board").

Consistent with the Act and these Articles, the qualifications and terms of the Board, manner of selection, and the time, place and manner of calling meetings, giving notice of and conducting the meetings, and the number of Directors which shall constitute a quorum at meetings of the Board, shall be prescribed by the Bylaws.

Until such time as an election may be held in accordance with the Act and the Bylaws, the initial member of the Board shall be Shawn Henningsen.

VII. OFFICERS. This corporation shall have a president, a vice president and a secretary-treasurer who shall be appointed by and serve at the pleasure of the Board. The President, Vice President and Secretary Treasurer, as the Executive Committee, shall manage the conduct and day-to-day affairs of the corporation. Individuals may hold dual offices.

This corporation may have such inferior officers as the Board may in its discretion determine. The duties, qualifications, manner and time of elections and terms of office of all officers of this corporation shall be as prescribed by the Bylaws of the corporation.

VIII. BYLAWS. The Board shall adopt (and may periodically amend) a set of Bylaws, which Bylaws shall control the ownership of, and regulate the conduct of, this corporation, to the extent not inconsistent with the Act or these Articles.

IX. REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation shall be 1020 North Gadsden Street, Tallahassee, Florida 32303, and the name of the initial registered agent of the corporation at that address shall be Shawn Henningsen.

X. INCORPORATOR. The names and addresses of the incorporator to these Articles are as follows:

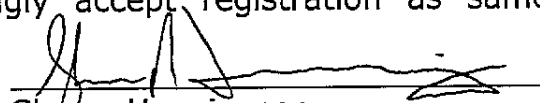
Shawn Henningsen
4265 Benchmark Trace
Tallahassee, Florida 32317

IN WITNESS WHEREOF, the undersigned incorporator has made, understands and has subscribed to these Articles of Incorporation of Chef for Hire, Inc., at Tallahassee, Florida, on this 24th day of July, 2002.


Shawn Henningsen

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

SHAWN HENNINGSEN, an individual residing in this state and having a business office identical with the Registered Office of Chef for Hire, Inc., simultaneous with the designation in these Articles, state that I am familiar with the duties and obligations of the position of Registered Agent under section 607.0505, Florida Statutes, and willingly accept registration as same as designated.


Shawn Henningsen