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DIVISION OF CORPORATION

01-09-03



ACCOUNT NO. : 072100000032

REFERENCE : 886203 4336650

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 78.75

ORDER DATE : January 9, 2003

ORDER TIME : 10:07 AM

ORDER NO. : 886203-005

CUSTOMER NO: 4336650

CUSTOMER: Michelle Smith, Corp Paralegal
Baker & McKenzie

Floor 19th
1200 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: DL KITCHENS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
DL KITCHENS, INC.**

A Florida Corporation

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2009 JAN -9 PM 1:56
STATE OF FLORIDA
TALLAHASSEE

**ARTICLE I
NAME**

The name of this corporation is DL KITCHENS, INC. (the "Corporation") and its mailing address is 10050 NW 116th Way, Suite 11, Medley, FL 33178.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- (i) To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- (ii) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- (iii) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which this Corporation's existence shall begin is the date on which these Articles of Incorporation are filed with the Department of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of stock this Corporation shall have authority to issue is 100 shares of Common Stock, \$1.00 par value per share (the "Common Stock").

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is Corporation Service Company.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The address of the initial director of this Corporation is 10050 NW 116th Way, Suite 11, Medley, FL 33178. The name of the director at that address is Frank Zietolie.

ARTICLE VII
VOTING RIGHTS: CERTAIN LIMITATIONS

Shareholders entitled to vote shall have one vote for each share of Common Stock held by them. The affirmative vote of the holders of record of 75% of the Common Stock then outstanding (with shares held by the Corporation or any of its affiliates not being considered to be outstanding for this purpose), shall be required in the event the Corporation desires to:

- (i) materially change the nature or scope of the Corporation's business;
- (ii) declare a dividend, purchase or redeem shares of the Corporation, or make a direct or indirect distribution of cash or other property (other than shares) or incur indebtedness by the Corporation to or for the benefit of its shareholders in respect of any shares;
- (iii) change any material accounting policy of the Corporation;
- (iv) appoint or remove the Corporation's independent auditors;
- (v) adopt, change, repeal or amend any provisions of these Articles of Incorporation or of the bylaws of the Corporation or any of its subsidiaries;
- (vi) increase the capital of the Corporation;
- (vii) pledge, mortgage or encumber any of the Corporation's assets, incur indebtedness for borrowed money or issue any debt securities, enter into or modify any agreement, arrangement or understanding in respect of the Corporation's assets or obligations in excess of \$100,000;

- (viii) acquire or dispose of assets with an aggregate value of \$50,000 or more; or
- (ix) merge, consolidate or wind-up operations.

ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation or the Bylaws of the Corporation shall be vested in the shareholders of this Corporation as set forth in Article VII of these Articles of Incorporation.

ARTICLE IX INDEMNIFICATION

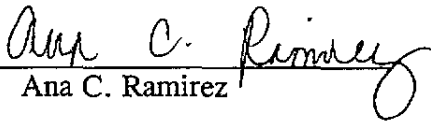
This Corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XI INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ana C. Ramirez
Baker & McKenzie
1200 Brickell Avenue
Suite 1900
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of January, 2003.



Ana C. Ramirez

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED

WITNESSETH

That DL KITCHENS, INC., desiring to organize under the laws of the State of Florida, has
named Corporation Service Company as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 607.0505 of the Florida Statutes.

January ____, 2003

Corporation Service Company

By: 

Name:

Title:

Brian Courtney
Asst. V. Pres.

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STATE
TALLAHASSEE, FLORIDA