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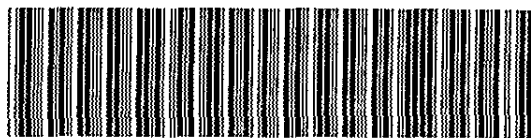
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SMITH FEB 24 2003

YOLANDA JAMES
2555 NW 159th STREET
OPA LOCKA, FLORIDA 33054
~~(305) 474-9482~~
(786) 426-2021

February 11, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: GRANDMA'S KITCHEN, INC.
S-Corporation

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the amended articles of incorporation for the above corporation and a check in the amount of \$87.50 for filing fees, certified copy and certificate of status.

FROM: Yolanda James
2555 N.W. 159th Street
Opa Locka, Florida 33054
(305) 474-9482

I have enclosed a self-addressed stamped envelope.

Sincerely,


Yolanda James

YJ:tc

AMENDED - ARTICLES OF INCORPORATION

OF

**GRANDMA'S KITCHEN, INC.
S-CORPORATION**

03 FEB 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporators, for the purpose of forming a S-Corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be GRANDMA'S KITCHEN, INC.
S-CORPORATION

ARTICLE II: PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

2555 N.W. 159TH STREET
OPA LOCKA, FLORIDA 33054

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is to provide restaurant services for the community using an established name and reputation. The restaurant will appeal to the pallets of those who enjoy qaulity chicken, ribs, and steak with a southern and Carribean touch.

ARTICLE IV: SHARES/CAPITAL STOCK

- A. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 per share par value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the corporation's stock and certificates shall be issued to:

YOLANDA JAMES (100%)
GRANDMA'S KITCHEN, INC.
S-CORPORATION
2555 N.W. 159th STREET
OPA LOCKA, FL 33054

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Yolanda James
2555 N.W. 15th Street
Opa Locka, Florida 33054

ARTICLE VI: INCORPORATOR

The name and street address of the incorporators of these articles of incorporation are:

YOLANDA JAMES
2555 NW 159th STREET
OPA LOCKA, FL 33054

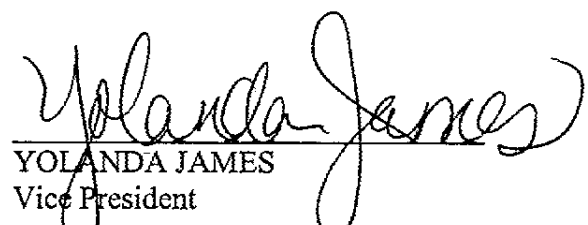
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TALLAHASSEE, FLORIDA


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The undersigned has executed these Articles of Incorporation this 11th
day of February, 2003.



YOLANDA JAMES
President


YOLANDA JAMES
Vice President

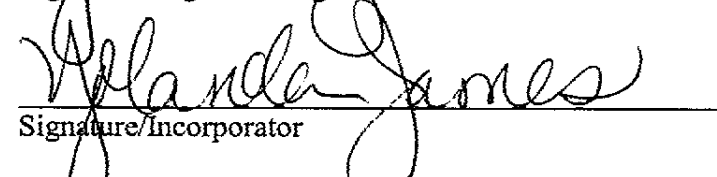

YOLANDA JAMES
Treasurer


YOLANDA JAMES
Secretary

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

2/11/03
Date


Signature/Incorporator

2/11/03
Date