

8-22-02

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION OF  
AMERICAN CATERING RESOURCES, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is American Catering Resources, Inc.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under state law.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

Section 4.1 Shares. The total number of shares which the corporation shall have the authority to issue is 25,000,000 shares which shall be divided into classes of which 5,000,000 shares without par value shall be designated Preferred Stock and 20,000,000 shares without par value shall be designated common stock, of which 10,000,000 are Class A Common Shares and 10,000,000 are Class B Common Shares.

Section 4.2 Common Shares. The relative rights, preferences and limitations of the Class A Common Shares and Class B Common Shares are identical in all respects, except that the voting power for the election of directors and for all other purposes is vested exclusively in the holders of the Class A Common Shares, and, except as otherwise required by law, the holders of Class B Common Shares are not to have any voting power or be entitled to receive notice of meetings of shareholders.

Section 4.3 Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

Section 4.4 Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

ARTICLE V  
PLACE OF BUSINESS

The street address of the initial office of the Corporation is 2753 State Road 580, Suite 201-A, Clearwater, Florida 33761.

ARTICLE VI  
DIRECTORS AND OFFICERS

Section 6.1 Initial Directors and Officers.

The name and residence address of the person constituting the initial officer and board of directors are:

Dale Twardowski [Director] 175 Patty Ann Blvd., Palm Harbor Florida 34683

Section 6.2 Classification of Directors. The directors shall be divided into three classes, each class to serve for a term of three years and to be as nearly equal in numbers as possible. The term of office of the first, second and third classes of directors shall expire at the first, second and third annual meetings of shareholders, respectively, after the initial annual meeting of shareholders.

ARTICLE VII  
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to those Articles of Incorporation or by a resolution of the board of directors

ARTICLE VIII  
AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the unanimous affirmative vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX  
SHAREHOLDERS

Section 9.1 Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative.

Section 9.2 Control Share Acquisition. The provisions relating to a control share acquisition statute and any successor provision shall not apply to the Corporation.

Section 9.3 Quorum. The holders of shares entitled to fifty one percent of the votes at a meeting of shareholders shall constitute a quorum.

Section 9.4 Required Vote. Acts of shareholders shall require the approval of holders of fifty one percent of the outstanding votes of shareholders.

ARTICLE X  
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders.

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Witness my hand this 15th day of August, 2003.

  
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[INCORPORATOR]

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Business Rules the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the registered office/registered agent, in Florida.

1. The name of the corporation is: American Catering Resources, Inc.
2. The name and address of the registered agent and office is:  
Mr. Dale Twardowski  
2753 State Road 580, Suite 201-A  
Clearwater, Florida 33761

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Dale Twardowski

DATE 8-15-2003

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