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Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.****carolynn's kitchen, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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(5)

ARTICLES OF INCORPORATION

OF

CAROLYNN'S KITCHEN, INC.

We, the undersigned, natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing under the Laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is:

Carolynn's Kitchen, Inc.

The principal address of this corporation is:

10121 Southern Blvd., Royal Palm Beach, FL 33411

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR par value common stock.

ARTICLE IV. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

PREPARED BY:

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F.B.N.: 930229

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TALLAHASSEE, FLORIDA

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thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

16520 78 Rd N, Loxahatchee, FL 33470

The name of the initial registered agent of this corporation at this address is:

Steven Hoyt, Jr.

#### ARTICLE VI. - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Steven Hoyt, Jr., 16520 78 Rd N, Loxahatchee, FL 33470

Eileen Catapano- 16520 78 Rd N, Loxahatchee, FL 33470

#### ARTICLE VII. - INCORPORATION

The names and addresses of the parties signing these Articles of Incorporation are:

Steven Hoyt, Jr., 16526 78 Rd N, Loxahatchee, FL 33470

Eileen Catapano- 16526 78 Rd N, Loxahatchee, FL 33470

#### ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE IX. - AMENDMENT

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 subscribers have executed the Articles of Incorporation, this 2nd day of October, 2003.

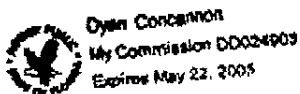
Steven Hoyt Jr.  
Steven Hoyt, Jr.

Eileen Catapano  
Eileen Catapano

SWORN TO AND SUBSCRIBED before me this 2nd day of October, 2003.

[Signature]  
Dyan Concannon  
Notary Public, State of Florida

My Commission  
Expires



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STATE OF FLORIDA  
 DEPARTMENT OF STATE

Certificate Designation Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes:

**CAROLYNN'S KITCHEN, INC.**

A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its registered office at State of Florida, as its agent to accept service of process within this State.

OFFICERS:

Steven Hoyt, Jr., (President; Treasurer) 16526 78 Rd N, Loxahatchee, FL 33470

Eileen Catapano-(Vice-President; Secretary) 16526 78 Rd N, Loxahatchee, FL 33470

DIRECTORS:

Steven Hoyt, Jr., 16526 78 Rd N, Loxahatchee, FL 33470

Eileen Catapano- 16526 78 Rd N, Loxahatchee, FL 33470

By: Steven Hoyt Jr

Steven Hoyt, Jr.

By: Eileen Catapano

Eileen Catapano

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Steven Hoyt Jr  
 Steven Hoyt, Jr.

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