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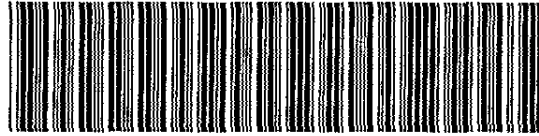
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Melinda B. Antalek  
5913 Foxhall Manor Drive  
Catonsville, Maryland 21228  
(410) 719-8958

January 27, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Wink & Associates, Inc.

Enclosed are an original and two (2) copies of the Articles of Incorporation of the above-referenced corporation and a check for \$87.50, including the Filing Fee and fees for a Certified Copy and a Certificate of Status.

Please return the confirmation of filing, the Certified Copy and the Certificate of Status to:

Melinda Antalek  
5913 Foxhall Manor Drive  
Catonsville, MD 21228  
Daytime Telephone Number: 410-347-7317

Please call me at the above phone number if you need any additional information regarding the enclosed filing.

Thank you.



Melinda Antalek

Enc.

cc: Rachel Antalek

**WINK & ASSOCIATES, INC.**

**ARTICLES OF INCORPORATION**

I, the undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation pursuant to Chapter 607 and 621 of the Florida Statutes (F.S.), do hereby form a corporation under and by virtue of the general laws of the State of Florida and adopt the following Articles of Incorporation:

ARTICLE I: The name of the corporation (which is hereinafter called the "Corporation") is:

Wink & Associates, Inc.

ARTICLE II: The principal place of business and mailing address of the Corporation in the State of Florida is:

2981 Golden View Lane  
Orlando, FL 32812

ARTICLE III: The purposes for which the Corporation is formed are as follows:

- (a) To engage in strategic menu planning and development consulting.
- (b) To do anything else permitted by the Florida Business Corporation Act under the F.S., as amended from time to time (the "FBCA").

ARTICLE IV: The total number of shares of capital stock which the Corporation has the authority to issue is Five Thousand (5,000) shares of capital stock, without par value. The shares are divided into two classes of common stock and two classes of preferred stock, as follows: Class A Common Stock consists of Five Hundred Ten (510) shares of voting stock and Class B Common Stock consists of Four Hundred Ninety (490) shares of voting stock; and Class A preferred Stock consists of Two Thousand (2,000) shares of non-voting stock and Class B Preferred Stock consists of Two Thousand (2,000) shares of non-voting stock.

The following is a description of each class of capital stock of the Corporation with the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of each class:

- (a) Except as hereinafter provided with respect to voting powers and the right to acquire shares of Common Stock of the Corporation and elect directors of the Corporation, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.
- (b) With respect to voting powers, except as otherwise required by the FBCA and except with respect to the election of directors and the persons eligible to own the Class A Common Stock, the holders of Class A Common Stock and the holders of Class B Common Stock shall possess all voting powers for all purposes, and the holders of

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Preferred Stock of the Corporation shall have no voting power whatsoever. The holders of Class A Common Stock, to the exclusion of all other stockholders of the Corporation, shall be entitled to vote for and elect two (2) Class A Directors and the holders of Class B Common Stock, to the exclusion of all other stockholders of the Corporation, shall be entitled to vote for and elect one (1) Class B Director. The Class A Common Stock may be issued only to females or other individuals who qualify as minorities eligible to apply for certification as a minority business enterprise under applicable state or local law. Except as otherwise required by the FBCA, the Board of Directors of the Common Stock of the Corporation may, from time to time and in their sole discretion, authorize and approve distributions of dividends or the proceeds of liquidations or the redemption of shares of stock of the Corporation, but no holder of any class of Common Stock of the Corporation shall be entitled under any circumstances to receive any distributions of dividends or proceeds of liquidation of the Corporation, nor shall they have any rights to the redemption of their shares.

- (c) Except as otherwise required by the FBCA, only the holders of the Preferred Stock of the Corporation shall be entitled to receive distributions of dividends (whether cash or stock) and the proceeds of liquidation or have the right to the redemption of their shares of Preferred Stock, and the Board of Directors of the Corporation may, from time to time in their sole discretion, authorize distributions or redemption of either class of Preferred Stock to the exclusion of the other class of Preferred Stock of the Corporation. The Class A Preferred Stock may be issued only to females or other individuals who qualify as minorities eligible to apply for certification as a minority business enterprise under state or local law.
- (d) Except as otherwise required by the FBCA and except as otherwise provided in this Article IV, all shares of capital stock of the Corporation shall be identical in all respects.

ARTICLE V: The number of directors constituting the initial Board of Directors of the Corporation is three (3) directors, consisting of two (2) Class A Directors and one (1) Class B Director, which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the persons who are to serve as the initial Directors until the first annual meeting of stockholders or until their successors are elected and have qualified are as follows:

CLASS A DIRECTORS: Rachel Antalek  
2981 Golden View Lane  
Orlando, FL 32812

Melinda B. Antalek  
5913 Foxhall Manor Drive  
Catonsville, MD 21228

CLASS B DIRECTOR: Richard Antalek  
5913 Foxhall Manor Drive  
Catonsville, MD 21228

ARTICLE VI: The name and street address of the initial Registered Agent of the Corporation is: Rachel Antalek, 2981 Golden View Lane, Orlando, FL 32812.

ARTICLE VII: The name and address of the incorporation of the Corporation is: Rachel Antalek, 2981 Golden View Lane, Orlando, FL 32812.

ARTICLE VIII: The Corporation shall indemnify and advance expenses to any person who is or was a director or officer of the Corporation as and to the fullest extent permitted by the FBCA. The Corporation shall have the power to indemnify and advance expenses to any person who is or was an employee or agent of the Corporation to the same extent that it shall have the power to indemnify and advance expenses to its directors or officers. No amendment to the Articles of Incorporation of the Corporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article VII to a director or officer or former director or officer with respect to any act or omission that occurred prior to such amendment or repeal.

ARTICLE IX: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors, officers and stockholders:

(a) The Corporation reserves the right to adopt from time to time any amendment to its Articles of Incorporation, as now or hereafter authorized by law, including any amendment that alters the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock.

(b) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or series, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes or series, whether now or hereafter authorized, for such consideration as the Board of Directors deems advisable; and the Board of Directors may classify or reclassify any unissued shares or securities by fixing or altering in any one or more respects, from time to time before issuance of such shares or securities, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, of such shares or securities.


(c) The Board of Directors may, by a vote of the majority of all of the Directors, amend the Articles of Incorporation to increase or decrease the aggregate number of authorized shares of stock or the number of authorized shares of any class or series of stock that the Corporation has authority to issue, without stockholder approval.

(d) To the fullest extent permitted by Florida law, as amended or interpreted from time to time, no director or former director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages. No amendment to the Articles of

Incorporation of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided by this Article IX, Paragraph (d) to the directors or former directors or officers or former officers with respect to any act or omission that occurred prior to such amendment or repeal.

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

  
\_\_\_\_\_  
Rachel Antalek, Registered Agent

January 27, 2004

  
\_\_\_\_\_  
Rachel Antalek, Incorporator

January 27, 2004

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