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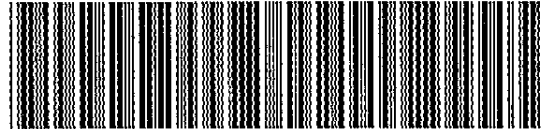
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04 APR 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

W04-13802
TS4/20/04

S & K ENTERPRISES, INC.
24813 Mary Beth Court
Land O Lakes, FL 34639

March 22, 2004

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: S & K ENTERPRISES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee For Registered Agent Designation for the above named corporation.

Very truly yours,

S & K ENTERPRISES, INC.

Sami J. Kasselyas
President



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 8, 2004

SAMI J KASSELYAS
24813 MARY BETH CT
LAND O'LAKES, FL 34639

We have received your document for S K ENTERPRISES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 604A00023095

*Box
4/1/6*

**ARTICLES OF INCORPORATION
OF**

S & K GOURMET INC.

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I – CORPORATE NAME

The name of the corporation shall be:

S & K GOURMET INC.

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of engaging in the activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – CAPITAL STOCK

The corporate is authorized to issue, 1,000 shares (common of ONE Dollar(S) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

- 1. The sum of the value of all the Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.**
- 2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, in property, or in shares of the Capital Stock of the corporation.**
- 3. If any of the Shareholders decides to sell it's own share; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share.**

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TALLAHASSEE, FLORIDA

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing of the corporation is:

NAME: S & K GOURMET INC.
ADDRESS: 24813 Mary Beth Court
CITY: Land O'Lakes, FL 34639

The name and street address of the Initial Registered Agent of this Corporation.

NAME: Sami J. Kasselyas
ADDRESS: 24813 Mary Beth Court
CITY: Land O'Lakes, FL 34639

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director 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 (1). The name(s) and address of the initial director(s) of the corporation are as follows:

NAME: Sami J. Kasselyas - President
ADDRESS: 24813 Mary Beth Court
CITY: Land O'Lakes, FL 34639

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VII – INCORPORATORS

The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Sami J. Kasselyas - President
ADDRESS: 24813 Mary Beth Court
CITY: Land O'Lakes, FL 34639

NAME:
ADDRESS:
CITY:

ARTICLE VIII – SHAREHOLDER POWER

- 1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.**
- 2. The Shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.**
- 3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.**

ARTICLE IX – CUMULATIVE VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her share at said election.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 14th day of April, 2004.

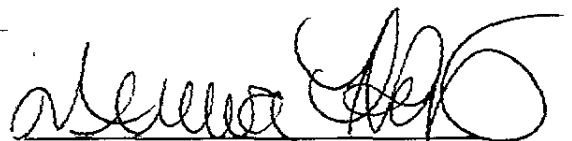


Sami J. Kasselyas

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before e, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared Sami J. Kasselyas who acknowledged, and executed before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and county aforesaid, this 14th day of April, 2004.


(Notary Public, State of Florida)

My Commission expires



Minerva F. Ramos
My Commission DD062574
Expires October 3, 2005

CERTIFICATE AND ACKNOWLEDGMENT

OF REGISTERED AGENT

OF

S & K GOURMET INC.

Pursuant to the provisions of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its stered office as indicated in the Articles of Incorporation at 24813 Mary Beth Court, Land O'Lakes, FL 34639 has named SAMI J. KASSELYAS located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA