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To:

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

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

THE SINGING CHEF, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
THE SINGING CHEF, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: The Singing Chef, Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 501 Centre Street, Suite 101, Fernandina Beach, FL 32034.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is: 501 Centre Street, Suite 101, Fernandina Beach, Florida, 32034. The initial registered agent for the Corporation at that address is: Lanny M. Rauer.

ARTICLE V

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names

Addresses

Susan L Milana

96022 Heath Point Lane
Fernandina Beach, FL 32034

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Paul Francesco Milana

96022 Heath Point Lane
Fernandina Beach, FL 32034

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address

Lanny M. Rauer

501 Centre Street, Suite 101
Fernandina Beach, FL 32034

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these articles of incorporation.



Lanny M. Rauer
Incorporator

May 18, 2004
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Singing Chef, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Lanny M. Rauer
Registered Agent

May 18, 2004
Date

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

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Singing Chef, Inc.
2. The name and address of the registered agent and office is:

Lanny M. Rauer
501 Centre Street, Suite 101
Fernandina Beach, Florida 32034

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.


Lanny M. Rauer

May 18, 2004

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