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GRANT W. KEHRES  
MICHELE J. HODKIN  
• Board Certified Specialist  
in Real Property Law

Title Insurance  
Real Estate Closings  
Real Property Law  
Wills, Trusts and Probate  
Corporation and Business Law

*95000012115*

December 16, 1994

VIA FEDERAL EXPRESS

Department of State  
409 East Gaines Street  
George Firestone Boulevard  
Tallahassee, Florida 32399

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00001215 0119 004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MARCY'S GOURMET FANTASIES *INC.*

Dear Sir/Madam:

Enclosed, please find one original and one copy of the Articles of Incorporation of the above referenced corporation which we submit to you, together with our check in the sum of \$122.50; and request filing of the original.

Please issue a certified copy of the same and return it to me in the enclosed self-addressed stamped envelope.

Your attention to the matter is greatly appreciated, and we remain,

Very truly yours,  
GRANT W. KEHRES, P.A.

*Michele J. Hodkin*  
Michele J. Hodkin,  
for the firm.

MJH:tmb  
Enclosures

*mk*  
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ARTICLES OF INCORPORATION  
OF

MARCY'S GOURMET FANTASIES INC.

The undersigned natural person, having capacity to contract and acting as the Incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to-wit:

ARTICLE ONE: NAME AND PRINCIPAL OFFICE

The name of the corporation is: MARCY'S GOURMET FANTASIES INC.  
The address of its principal office is: 22751-A Mandeville Place,  
Boca Raton, Florida 33433.

ARTICLE TWO: COMMENCEMENT AND DURATION

The Corporation is to commence its existence upon the filing of these Articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

ARTICLE THREE: PURPOSE AND POWERS

The purpose of the Corporation is to engage in, for profit, any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and the Corporation shall have such powers as is necessary to effectuate the purpose herein stated.

#### ARTICLE FOUR: CAPITAL STOCK

The maximum number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE FIVE: PREEMPTIVE RIGHTS

The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued or treasury stock of such class or series of the Corporation to be issued.

#### ARTICLE SIX: MANAGEMENT

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be such as from time to time shall be fixed by the By-laws of the Corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation. The initial Board of Directors shall consist of one (2) directors, whose name and address is as follows: MARCY HODKIN, 22751-1A Mandeville Place, Boca Raton, Florida 33433 and MICHELE FINN, 7667 Courtyard Run West, Boca Raton, Florida 33433.

#### ARTICLE SEVEN: INDEMNIFICATION

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or

director, indemnifying the same to the full extent permitted by law.

ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation, and the street address of the initial registered office of the Corporation in the State of Florida is: MARCY HODKIN, 22751-A Mandeville Place, Boca Raton, Florida 33433.

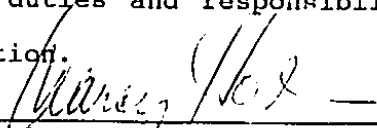
ARTICLE NINE: INCORPORATOR

The name and address of the incorporator hereunder is: MARCY HODKIN, 22751-A Mandeville Place, Boca Raton, Florida 33433.

ARTICLE TEN: RESERVED POWERS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true. In addition, by execution of this instrument, the undersigned, as registered agent states: I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
MARCY HODKIN,  
Incorporator and Registered Agent

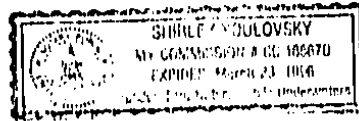
*Marcy Hodge*

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th  
day of December, 1994 by MARCY HODKIN, who is personally known to  
me or has produced a current driver's license as identification and  
did not take an oath.

*Shirley Goulson*  
(Signature of Notary Public)

*Shirley Goulson*  
(Printed name of Notary Public)



Notary Public. Serial Number (if any): \_\_\_\_\_  
My commission expires: \_\_\_\_\_

Seal:

*FF Shivers Ave # H 325 - 173 - 42 - 1100*

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