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CECILE BLESSING
ATTORNEY AT LAW

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February 16, 1995

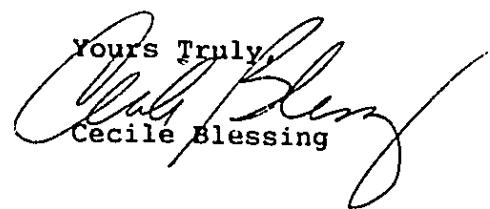
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed for filing, please find the original and one copy of the Articles of Incorporation of G'Nosh, Inc., and the Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a check for \$122.50 covering filing and certified copy fees, as well as a self-addressed stamped envelope for the return of the certified copy.

If you should need any further information, please feel free to contact me.

Yours Truly

Cecile Blessing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
G'NOSH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. CORPORATE NAME

The name of this Corporation is: G'Nosh, Inc.

The address of the principal place of business of this Corporation shall be 811 South Howard Avenue, Tampa, Florida 33629, and the mailing address of this Corporation shall be the same.

ARTICLE II. PURPOSE

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock, having a par value of .01 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Each shareholder of any share of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of this Corporation, or securities of this Corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares, that may be issued at anytime by this Corporation.

ARTICLE V. TERMS OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE VI. REGISTERED AGENT & INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**Cecile Blessing, Esquire
209 East Ridgewood Street
Orlando, Florida 32801**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have the following number of initial directors: One. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name and street address of the initial director of this Corporation is:

**Jonathan Agri
5222 Russell Street, #23
Tampa, Florida 33611**

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**Jonathan Agri
5222 Russell Street, #23
Tampa, Florida 33611**

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the

shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 30 day of January, 1995.



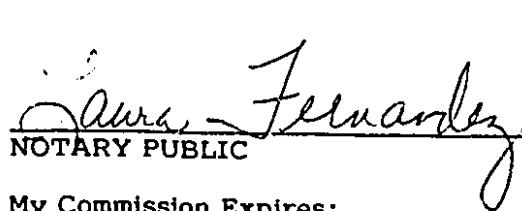
Jonathan Agri
Incorporator

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was verified, sworn to and acknowledged before me this 30 day of January, 1995, by Jonathan Agri, who is personally known to me or produced PERSONALLY KNOWN, as identification and who did take an oath.



LAURA FERNANDEZ
MY COMM EXP 11-25-95
BONDED BY SERVICE INS CO
NO. CC163858



NOTARY PUBLIC
My Commission Expires:

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

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is G'Nosh, Inc.
2. The address of the registered office is: 209 East Ridgewood Street, Orlando, Florida 32801.
3. The name of the registered agent at the registered office is Cecile Blessing, Esquire.

Dated: January 30, 1995.



LAURA FERNANDEZ
MY COMM EXP 11-25-96
BONDED BY SERVICE INS CO
NO. CC163856

By: Jonathan Agri
Jonathan Agri
Incorporator

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 hereby accept the appointment as registered agent and 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.

Dated: January 30, 1995.

Cecile Blessing
Cecile Blessing, Esquire
209 East Ridgewood Street
Orlando, Florida 32801

95 FEB 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED