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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 2-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000 3223))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 7 ONE STOP KITCHENS, INC.
FAX # IT NUMBER: H9500003223
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

ONE STOP KITCHENS, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of this corporation is ONE STOP KITCHENS, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is c/o Cantor & Morante, P.A., Suite 3750, One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131.

Prepared by:

Steven Cantor

Two South Biscayne Blvd. #3750 Page 1 of 5 Pages

Miami, FL 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V**Registered Office**

The address of the initial registered office of the corporation is c/o Cantor & Morante, P.A., Suite 3750, One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI**Registered Agent**

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Steven L. Cantor, Cantor & Morante, P.A., Suite 3750, One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII**Directors**

This corporation shall have not less than one (1) director. The name and address of the initial sole director of this corporation is:

Steven L. Cantor
c/o Cantor & Morante, P.A.
One Biscayne Tower, Suite 3750
Two South Biscayne Boulevard
Miami, Florida 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VII**Capital Stock**

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX**Incorporator**

The name and address of the Incorporator is as follows:

Steven L. Cantor, Esq.
Cantor & Morante, P.A.
One Biscayne Tower, Suite 3750
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X**Directors' Liabilities and Rights**

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the

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corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of March, 1995.



STEVEN L. CANTOR

STATE OF FLORIDA)

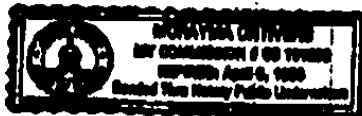
) ss:

COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 20th day of March, 1995 by STEVEN L. CANTOR, who is personally known to me and who did not take an oath.


Morayna Ontivero
Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted that **ONE STOP KITCHENS, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **STEVEN L. CANTOR**, whose address is Cantor & Morante, P.A., Suite 3750, One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131, as its agent to accept service of process within Florida.


STEVEN L. CANTOR, Incorporator

Dated: March 20th, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


STEVEN L. CANTOR, Registered Agent

Dated: March 20th, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
CANTOR & MORANTE, P.A.

BUNTHUNT BUILDING - SUITE 800
777 HICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-3888
FACSIMILE (305) 711-7851

NAPLES OFFICE
SUITE 800
100 LAUREL OAK DRIVE
NAPLES, FLORIDA 33963

TELEPHONE (941) 888-1007
FACSIMILE (941) 888-3903

TELETYPE TO MIAMI OFFICE

P95000022810
January 29, 1996

VIA REGISTERED RETURN RECEIPT NO. P867-401-720

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **ONE STOP KITCHENS, INC.**
Document No. P95000022810
Our File No. 279,003

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02/07/96--01015--004
*****35.00 *****35.00

Dear Sir/Madam:

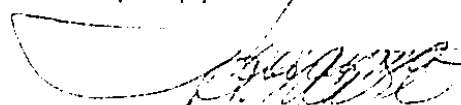
Enclosed herewith please find an original and one copy of the Articles of Dissolution of ONE STOP KITCHENS, INC. Please note that this corporation has not at any time engaged in business, has not had any assets, and has not issued any shares of stock.

Kindly date-stamp the enclosed copy of the Articles of Dissolution and return it to our office in the self-addressed stamped envelope enclosed for your convenience.

We enclose a check the amount of \$35.00 representing your filing fee.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,


Mory Amaro, Paralegal

Enclosures

ccpdlis

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36 FEB-6 PM 1:58
TALLAHASSEE, FLORIDA

Handwritten:
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7-1-96

**ARTICLES OF DISSOLUTION OF
ONE STOP KITCHENS, INC.**

Pursuant to the provisions of Section 607.1401 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is One Stop Kitchens, Inc.
2. The date of filing of the Articles of Incorporation is March 21, 1995.
3. None of the Corporation's shares have been issued.
4. The Corporation has not commenced business.
5. No debts of the Corporation remain unpaid.
6. The incorporator elects that the Corporation be dissolved.

DATED this 29th day of January, 1996.

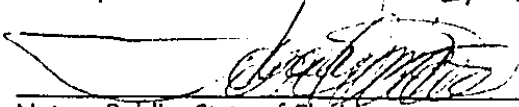


Steven L. Cantor, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, personally appeared Steven L. Cantor, who acknowledged that he is the incorporator named in the Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Dissolution.

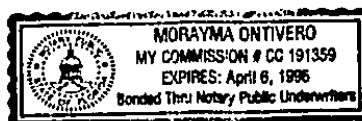
In Witness Whereof I have hereunto set my hand and seal on this 29th day of January, 1996.



Notary Public, State of Florida

My Commission Expires:

M5218



FILED
36 FEB 1 1996
TALLAHASSEE, FLORIDA