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TALLAHASSEE, FL 32301
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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 586970 9964A

AUTHORIZATION : *Patricia P. P.*

COST LIMIT : \$ 122.50

ORDER DATE : April 28, 1995

~~XXXXXXXXXXXX~~ 280001468052

ORDER TIME : 10:0 AM

ORDER NO. : 586970

CUSTOMER NO: 9964A

CUSTOMER: Judy Jaggie, Legal Assistant
SHUMAKER LOOP & KENDRICK

Barnett Plaza, Suite 2500
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: THE FRENCH HEARTH, INC.

File 2nd

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS: _____

FILED
95 APR 28 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN APR 28 1995

ARTICLES OF INCORPORATION OF
FRENCH HEARTH, INC.

FILED
95 APR 28 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is FRENCH HEARTH, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 1093 Central Avenue, Sarasota, Florida 34236-3340, and the mailing address of the Corporation is 1093 Central Avenue, Sarasota, Florida 34236-3340.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Cent (\$0.01) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Gregory C. Yadley

101 E. Kennedy Blvd., Suite 2500
Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his

successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

Thierry Cazenave

1093 Central Avenue
Sarasota, Florida 34236-3340

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Name

Address

Gregory C. Yadley

101 E. Kennedy Blvd., Suite 2500
Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

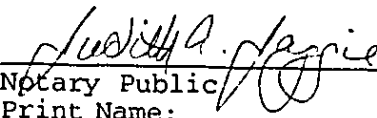
The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of April, 1995.


GREGORY C. YADLEY, Incorporator

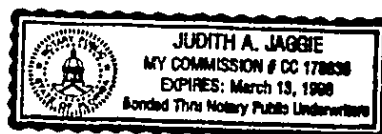
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27th day of April, 1995, by GREGORY C. YADLEY, an individual, who is personally known to me and did not take an oath.


Notary Public

Print Name:

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 APR 28 PM 4:07
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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 FRENCH HEARTH, INC.
2. The name and address of the registered agent and office are:

Gregory C. Yadley
101 E. Kennedy Blvd., Suite 2500
Tampa, Florida 33602

SIGNATURE

TITLE: Incorporator

DATE: April 27, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE: April 27, 1995

P95000033481

STATES COURT
SU
904-222-0391 FAX

FILED

95 NOV 16 PM 2:26

SEC
TALL

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PRINTING & LEGAL SERVICES

ATTORNEY AT LAW
PATRICIA P. PETERS
JAMES

TO: JAMES

FROM: JAMES

SUBJECT: JAMES

RE: JAMES

RECEIVED

TO: JAMES
FROM: JAMES
SUBJECT: JAMES
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RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Sections 607.0502(2) or 607.1509, Florida Statutes, the undersigned, Gregory C. Yadley, hereby resigns as Registered Agent for FRENCH HEARTH, INC.

A copy of this resignation was mailed to the above listed corporation at its last known address, 1093 Central Avenue, Sarasota, Florida 34236-3340.

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.



GREGORY C. YADLEY

55 137 15 22 23



P95000033481

December 18, 1995

FRENCH HEARTH, INC.
1093 CENTRAL AVENUE
SARASOTA, FL 34236-3340

SUBJECT: FRENCH HEARTH, INC.
Ref. Number: P95000033481

Our records indicate the registered agent for the above named corporation resigned on November 16, 1995 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1996

FRENCH HEARTH, INC.
1093 CENTRAL AVENUE
SARASOTA, FL 34236-3340

SUBJECT: FRENCH HEARTH, INC.

Document #: P95000033481

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 696A00008311

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for FRENCH HEARTH, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of February 26, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000033481.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-sixth day of February, 1996



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State