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April 25, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: CHEF PAPA, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

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***122.50 ***122.50

Please forward the certified copy of Articles of Incorporation to this office.

Thank you for your usual cooperation.

Sincerely,

Gary L. Ballard (Sw)
GARY L. BALLARD

GLB::sew
Enclosures

FILED
95 APR 27 PM 12 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NANCY HENDRICKS MAY - 2 1995

**ARTICLES OF INCORPORATION
OF
CHEF PAPA, INC.**

FILED
95 APR 27 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLA.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME AND ADDRESS: The name and address of the corporation is: CHEF PAPA, INC., 448 South Beach Street, Daytona Beach, Florida 32114.

ARTICLE II. TERM OF EXISTENCE: The period of its duration is perpetual.

ARTICLE III. GENERAL NATURE OF BUSINESS: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK: The corporation shall have authority to issue 100 shares, Common Stock, at \$1.00 par value.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE: The address of the initial registered office is: 448 South Beach Street, Daytona Beach, Florida 32114, and the name of the initial registered agent at said address is: Tom Papa.

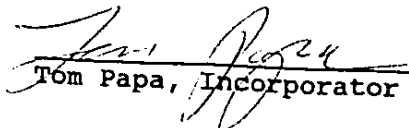
ARTICLE VI. MANAGEMENT BY SHAREHOLDERS: The business of this corporation shall be managed by its shareholders rather than by a Board of Directors. The shareholders reserve unto themselves the power to adopt, alter, amend, or repeal the by-laws of this

corporation. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE VII. INCORPORATORS: The name and address of the incorporator is: Tom Papa
448 South Beach Street
Daytona Beach, Florida 32114

ARTICLE VIII. AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law and approved by the shareholders by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of April, 1995.


Tom Papa, Incorporator

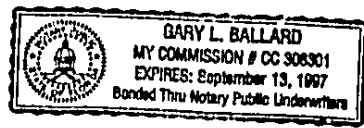
STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 25th
day of April, 1995 by Tom Papa, who is personally known to me and
who did not take an oath.

NOTARY PUBLIC:

Gary L. Ballard
State of Florida at Large

My commission expires:



The undersigned, having been named to accept service of
process for the above stated corporation, at the place designated
in Article V of the Articles of Incorporation, hereby accepts such
designation and agrees to comply with the provisions of Section
48.091, Florida Statutes, relative to keeping open said office.

Tom Papa
Tom Papa