

1201 HAYS STREET
TALLAHASSEE, FL 32301
904.224.1000

800-342-BOB6

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

P9500053846

DEFINITION: *100%*
INVESTMENT: *Valencia, Florida*
TOTAL LIMITED PARTNERS: *1*

FILED DATE: July 11, 1995

ORDER TYPE: *11710*

ORDER NO.: *11710*

8000001583808

DEFINITION: *100%*

DEFINITION: *100%*
DEFINITION: *100%*

One Biscayne Tower
2 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

World Kitchens

NAME: *WORLD KITCHENS, INC.*

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Linda Shipp*

EXAMINER'S INITIALS:

[Handwritten signature]

FILED
95 JUL 12 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL 13 1995



FLORIDA DEPARTMENT OF STATE

July 12, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KITCHENS OF THE WORLD, INC.
Ref. Number: W95000013962

We have received your document for KITCHENS OF THE WORLD, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 595A00033394

ARTICLES OF INCORPORATION
OF
WORLD KITCHENS, INC.

FILED
35 JUL 12 AM 8 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WORLD KITCHENS, INC.

The address of the principal office of this corporation shall be 3606 Alcantara Avenue, Miami, Florida 33178, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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 have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 11, 1995.

CORPORATION SERVICE COMPANY

By: _____

Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____

Laura R. Dunlap
Its Agent, Laura R. Dunlap

LEL/dks

FILED
25 JUL 12 PM 8 38
DATE
1998

P95000053846

KELLEY DRYE & WARREN

ATTORNEYS AT LAW

ATTORNEYS AT LAW

2000 SOUTH MIAMI AVENUE, SUITE 2000

MIAMI, FLORIDA 33132-2000

MIAMI, FLORIDA 33132-2000

TEL: 305-440-1100

RECEIVED

WALTON COUNTY

STATE OF FLORIDA

DEPT. OF CORP.

STATE OF FLORIDA

STATE OF FLORIDA

RECEIVED

STATE OF FLORIDA

STATE OF FLORIDA

September 19, 1995

VIA NEXT-DAY DELIVERY

Secretary of State of Florida
Department of Corporations
P.O. Box 5588
Tallahassee, FL 32314

300001592923
-09/26/95--0102--017
***105.00 ***35.00

Re: World Kitchens, Inc.
Monroy Family Enterprises, Inc.
Juan Monroy & Associates, Inc.

Dear Sir/Madam:

Enclosed are three Statement of Change of Registered Office or Registered Agent or Both for Corporation along with our firm's check in the amount of \$105.00 representing the filing fee for each corporation.

Upon recording, please forward the acknowledgment copy to the undersigned in the pre-paid envelope enclosed for your convenience.

If you should have any questions, please do not hesitate to contact us.

Sincerely,

Reyko E. Delpino,
Paralegal

Encls.

cc: Paul J. Battista

RA Chg.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: World Kitchens, Inc.
- 1b. Date of incorporation 7/12/95 Document number P95000053846
2. The name and address of the current registered agent and office:
Corporation Service Company
1201 Hays Street, Tallahassee, FL 32301
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
Paul J. Battista, c/o Kelley Drye & Warren
301 S. Biscayne Blvd., Ste. 2400, Miami, FL 33131

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
DATE

Joan F. Moroney President
Typed or printed name and title

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 RELATIVE 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 [Signature]
DATE 9/15/95 (Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314