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MICHAEL P. SMODISH

ATTORNEY AT LAW

GREAT WESTERN BANK, SUITE 301

555 NORTH CONGRESS AVENUE

BOYNTON BEACH, FLORIDA 33426

TELEPHONE 407/345505

RECEIVED DATE
7/31/95

REPLY TO:

POST OFFICE BOX 642

BOYNTON BEACH, FLORIDA 33425-0642

July 31, 1995

Secretary of State
CORPORATIONS - NEW FILINGS
P. O. Box 6237
Tallahassee, FL 32314

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***122.50 ***122.50

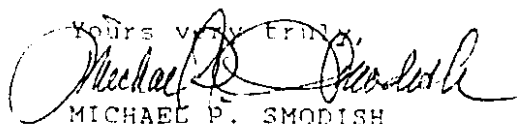
Re: IMPROV CATERING, INC.

Dear Secretary of State,

I enclose my check for \$122.50 and the original and one copy of the Articles of Incorporation for IMPROV CATERING, INC., a new corporation to be formed under Florida law. Please file and approve the original Articles, and assign a Charter Number. Please then certify the copy and mail it to me at P. O. Box 642, Boynton Beach, FL 33425-0642.

Thank you for your cooperation and assistance.

Yours very truly,


MICHAEL P. SMODISH

ARTICLES OF INCORPORATION
OF

IMPROV CATERING, INC.

* * * * *

ARTICLE I * NAME AND ADDRESS

The name of this corporation is IMPROV CATERING, INC., and its principal place of business and mailing address shall initially be at 217 S. E. 26th Avenue, Boynton Beach, FL 33435.

ARTICLE II * COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence on July 31, 1995, and shall exist perpetually thereafter.

ARTICLE III * PURPOSE

This corporation is organized for the following purposes: to own and operate an off premises catering business; and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, deeds, transfers of corporate property or other

instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

ARTICLE IV * CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock with \$1.00 par value per share.

ARTICLE V * INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426, and the name of the Registered Agent of this corporation at that address is: Michael P. Smodish.

ARTICLE VI * INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of two (2) directors. The number of directors may be increased or diminished from time to time, in accordance with the By-Laws, but

shall never be less than one (1). The names and addresses of the initial directors are as follows: Linda M. Smolish, 217 S.E. 26th Avenue, Boynton Beach, Florida 33435, and CYNTHIA SHEAD, 607 Las Palmas, Boynton Beach, Florida 33435.

ARTICLE VII * MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which she owns.

ARTICLE VIII * RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of her shares of stock in this corporation without first offering her shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase her shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this corporation shall be as

provided in the By Laws of this corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX * INCORPORATORS

The names and addresses of the persons signing these Articles are: Linda M. Smodish, 217 S. E. 26th Avenue, Boynton Beach, Florida 33435, and Cynthia Snead, 637 Las Palmas, Boynton Beach, Florida 33435.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on July 31, 1995.

IMPROV CATERING, INC.

By: Linda M. Smodish
Linda M. Smodish

By: Cynthia Snead
Cynthia Snead

STATE OF FLORIDA
COUNTY OF PALM BEACH

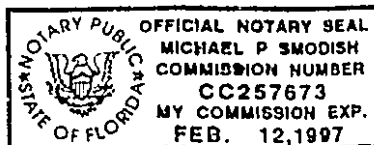
The above Articles of Incorporation were acknowledged before me on July 31, 1995, by LINDA M. SMODISH and CYNTHIA SNEAD, on behalf of IMPROV CATERING, INC., a Florida corporation.

Michael P. Smodish
Michael P. Smodish
NOTARY PUBLIC, State of Florida

My Commission Expires:

Personally Known OR Produced Identification

Type of Identification Produced: Florida driver's license



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 48.091 Florida Statutes, the
following is submitted:

FIRST --That IMPROV CATERING, INC., desiring to organize and
qualify under the Laws of the State of Florida, with its
principal place of business initially in the City of Boynton
Beach, Florida, has named MICHAEL P. SMODISH, at 555 North
Congress Avenue, Suite 301, Boynton Beach, Florida 33426, as its
Agent to accept service of process within Florida.

IMPROV CATERING, INC.

By: *Linda M. Smodish*
Linda M. Smodish

Having been named to accept service of process for the above
stated corporation at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

Michael P. Smodish
Michael P. Smodish

Dated: *July 31, 1995*