



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

February 8, 1996

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

RE: StarChefs Inc.
P3462412STSUT

200001720282
-02/21/96--01040--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for StarChefs Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Corporate Service Representative

enc.

FILED
96 FEB 13 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. RECORDED FEB 19 1996

ARTICLES OF INCORPORATION
OF
StarChefs Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be StarChefs Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 12 Clearwater Mall #268, Clearwater FL 34624.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Gary S. Sutton	12 Clearwater Mall #268, Clearwater FL 34624
Marilyn M. Anderson	12 Clearwater Mall #268, Clearwater FL 34624

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 8th day of February, 1996.

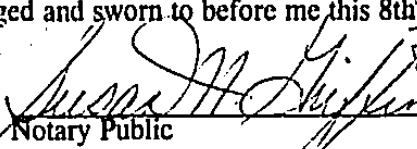


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 8th day of February, 1996 by Bonnie J. Bennett.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this StarChefs Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Clearwater, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

2-8-96

Date

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96 FEB 13 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA