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March 12, 1996

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The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: A PLACE FOR COOKS, INC.

Dear Sir:

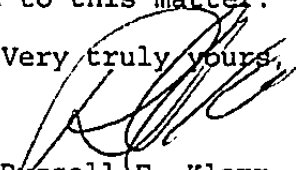
Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,


Russell E. Klemm

REK/bb

Enclosures

MAR 19 1996

FILED
96 MAR 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A PLACE FOR COOKS, INC.

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96 MAR 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is A PLACE FOR COOKS, INC., a Florida corporation.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

1447 S. Fort Harrison Avenue
Clearwater, FL 34616

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and shall have no par value.

ARTICLE VI

All issued stock shall be held of record by not more than thirty-five persons or entities and shall be issued and transferable only to persons or entities who are not non-resident alien.

ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

ARTICLE VIII

The street address of the initial registered office of the corporation is 1447 S. Fort Harrison Avenue, Clearwater, FL 34616 and the name of the initial registered agent of the corporation at that address is Thomas DiNicola.

ARTICLE IX

The initial board of directors shall be comprised of the following:

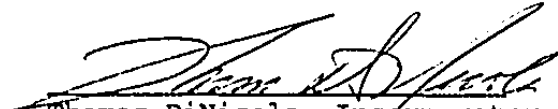
Thomas DiNicola
Diane DiNicola

ARTICLE X

The name and address of the incorporator of the corporation is:

Thomas DiNicola
1447 S. Ft. Harrison Ave.
Clearwater, FL 34616

The undersigned has executed these Articles of Incorporation this 7th day of March, 1996.


Thomas DiNicola, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: A PLACE FOR COOKS, INC.
2. The name and address of the registered agent and office is:

Thomas DiNicola
1447 S. Ft. Harrison Ave.
Clearwater, FL 34616

SIGNATURE _____

Thomas DiNicola

TITLE _____

DATE _____

3-7-96

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 obligations of my position as Registered Agent.

SIGNATURE _____

DATE _____

3-7-96

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA