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JOEL SHARIT  
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\*BOARD CERTIFIED CIVIL TRIAL LAWYER  
BY THE FLORIDA BAR  
ADMITTED IN FLORIDA AND COLORADO

May 7, 1996

SENT BY EXPRESS OVERNIGHT MAIL

Honorable Sandra B. Mortham  
Secretary of State  
Division of Corporations  
409 E. Guinea Street  
Post Office Box 6327  
Tallahassee, Florida 32314

6000018146816  
-05/09/96--01053--016  
\*\*\*\*122.50 \*\*\*\*122.50

RE: CHEZ' GOURMET, INC.

Dear Honorable Mortham:

Enclosed herewith for filing are Articles of Incorporation and Resident Agent form for the above-captioned corporation. A copy of the Articles and Resident Agent Form is also enclosed to be certified and returned to this office by return mail.

Our firm check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Resident Agent Form	35.00
Total.....	<u>\$122.50</u>

Thank you for your kind cooperation in this regard.

Very truly yours,

*Charles R. Chilton*  
CHARLES R. CHILTON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -9 AM 11:20

CRC/pas  
Enclosures

96/5/15/96

**ARTICLES OF INCORPORATION  
OF  
CHEZ' GOURMET, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -9 AM 11:20

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:

**CHEZ' GOURMET, INC.**

The principal place of business and mailing address of this corporation shall be 99 Sixth Street, SW, Winter Haven, Florida 33880.

**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 7,500 shares of common stock having \$1.00 par value per share.

**ARTICLE IV - REGISTERED AGENT**

The street address of the initial registered office of this corporation is 99 Sixth Street, SW, Winter Haven, Florida 33880 and the name of the initial registered agent of this corporation at that address is Charles R. Chilton.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial member of the Board of Directors are:

Charles R. Chilton  
99 Sixth Street, SW  
Winter Haven, Florida 33880

#### ARTICLE VII - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Charles R. Chilton	99 Sixth Street, SW
President and Director	Winter Haven, Florida 33880

#### ARTICLE VIII - INCORPORATOR

The original Incorporator of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new director(s) to hold office until their successors are elected and qualify thereafter in due course from time to time. The name and street address of the

incorporator to these Articles of Incorporation is:

Charles R. Chilton  
99 Sixth Street, SW  
Winter Haven, Florida 33880

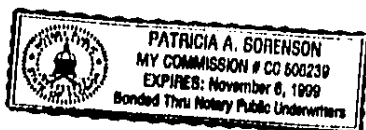
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7<sup>th</sup> day of May, 1996.

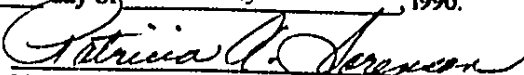
  
CHARLES R. CHILTON

STATE OF FLORIDA

COUNTY OF POLK

The foregoing was acknowledged before me by Charles R. Chilton, who is personally known to me and who did not take an oath this 7th day of May, 1996.



  
Notary Public  
PATRICIA A. SORENSON  
Print Name of Notary Public  
Commission No. CC 508239  
My Commission expires: 11/6/99

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
CLERK OF STATE  
CORPORATIONS

26 MAY -0 AM 11:20

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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  
CHEZ' GOURMET, INC.
2. The name and address of the registered  
agent and office is:

CHARLES R. CHILTON  
99 Sixth Street, SW  
Winter Haven, Florida 33880

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: Charles R. Chilton  
CHARLES R. CHILTON

Date: May 7, 1996