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FILED

SCRUMPTIOUS, inc.
141 n.w. 20th street
boca raton, florida 33431

96 MAY 17 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(407) 994-8456

May 3, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/17/96--01105--006
*****70.00 *****70.00

Re: SCRUMPTIOUS, INC.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for SCRUMPTIOUS, INC. along with my check in the sum of Seventy (\$70.00) dollars to cover the cost of filing.

Kindly return the filed Articles back to me as soon as possible in the enclosed self addressed stamped envelop.

Thank you in advance for your anticipated courtesies and should you have any questions, please feel free to contact me.

Sincerely,

Joanne Karen
President

enclosures

*Per Joanne:
Add acceptance.*

N. HENDRICKS MAY 23 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SCRUMPTIOUS, INC.**

The undersigned subscribers, Leslie K. Karen and Joanne Karen, natural persons competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the proposed corporation is SCRUMPTIOUS, INC.

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida General Corporation Act.

ARTICLE III

The total number of shares of stock, which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is 100 shares of common stock, which shall have a par value of \$100 dollars each.

ARTICLE IV

The shareholder, upon the sale for cash of any newly authorized shares of stock of this corporation of the same kind, class or series, as that which is already held shall have the right to purchase its pro rata share thereof at the price at which it is offered to others.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial address of the principal office of the proposed corporation is 141 N.W. 20th Street, Boca Raton, FL 33431.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the by-laws but shall never be less than two (2). The name and address of the initial directors, until the first annual meeting of shareholders, of this corporation is:

Leslie K. Karen
17754 Foxglove Lane
Boca Raton, FL 33487

Joanne Karen
17754 Foxglove Lane
Boca Raton, FL 33487

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation are:

Leslie K. Karen
17754 Foxglove Lane
Boca Raton, FL 33487

Joanne Karen
17754 Foxglove Lane
Boca Raton, FL 33487

ARTICLE IX

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE X

The initial registered agent of this corporation and his street address is as follows:

Joanne Karen
17754 Foxglove Lane
Boca Raton, FL 33487

BY MY SIGNATURE BELOW, I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT.

ARTICLE XI

The initial officers of the proposed corporation shall be:

President:	Joanne Karen
Vice President/ Secretary & Treasurer:	Leslie K. Karen

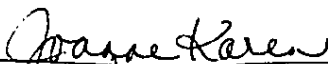
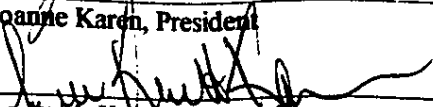
ARTICLE XII

These Articles of Incorporation may be amended or repealed as provided by law.

ARTICLE XIII

The by-laws of the corporation shall be initially adopted by the officers of the corporation and may be changed or repealed by the affirmative vote of a majority of the directors.

Dated this 3rd day of May, 1996.


Joanne Karen, President

Leslie K. Karen, VP/Sec./Treasurer

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Joanne Karen to me known as the subscriber/incorporator of these Articles of Incorporation and that he executed the foregoing instrument for and on behalf of the Corporation for the uses and purposes therein expressed.

Witness my hand and official seal in the State and County last aforesaid this 14th day of May, 1996.

Lauren E. Ewing
Notary Public



STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Leslie K. Karen to me known as the subscriber/incorporator of these Articles of Incorporation and that he executed the foregoing instrument for and on behalf of the Corporation for the uses and purposes therein expressed.

Witness my hand and official seal in the State and County last aforesaid this 14th day of May, 1996.

Lauren E. Ewing
Notary Public

