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ANTHONY MICELLI
8353 Huntsman Place
Boca Raton, FL 33433

FILED
96 JUL 29 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 3, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: Town and Country Kitchens of Boca Raton, Inc.
Articles of Incorporation

Gentlemen:

Enclosed please find executed Articles of Incorporation for Town and Country Kitchens of Boca Raton, Inc.

To cover filing fees, also enclosed is a check for one hundred twenty-two dollars and 50 cents (\$122.50).

Please contact the undersigned if you require any further information.

Very truly yours,


Anthony F. Micelli

PK/30/96
7/30/96

ARTICLES OF INCORPORATION

OF

TOWN AND COUNTRY KITCHENS OF BOCA RATON, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon filing of these Articles.

ARTICLE I. Name. The name of the corporation is Town and Country Kitchens of Boca Raton, Inc.

ARTICLE II. Terms of Existence. This Corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This Corporation is authorized to issue One Hundred (100) shares with a par value of One Dollar (\$1.00) per share of common shares.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is:
Town and Country Kitchens of Boca Raton, Inc.
8353 Huntsman Place
Boca Raton, FL 33433

and the name of the initial registered agent of this Corporation at that address is:

Anthony F. Micelli
8353 Huntsman Place
Boca Raton, FL 33433

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Town and Country Kitchens of Boca Raton, Inc.
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ARTICLE VII. Principal Office. The street address of the principal office of this Corporation is:
Town and Country Kitchens of Boca Raton, Inc.
8353 Huntsman Place
Boca Raton, FL 33433

ARTICLE VIII. Initial Board of Directors. The Corporation shall have three Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The names and addresses of the initial Directors of this Corporation are:

Anthony F. Micelli
8353 Huntsman Place
Boca Raton, FL 33433

Jeffrey M. Madden
2955 S.W. 22nd Avenue, #203
Delray Beach, FL 33445

Debra V. Botcher
12096 Alt. A1A, Unit F-6
Palm Beach Gardens, FL 33410

ARTICLE IX. Officers. The initial officers of the Corporation will be:

Anthony F. Micelli President
Jeffrey M. Madden, Vice President
Debra V. Botcher, Secretary/Treasurer

ARTICLE X. Incorporation. The person signing these Articles of Incorporation has the following name and address:

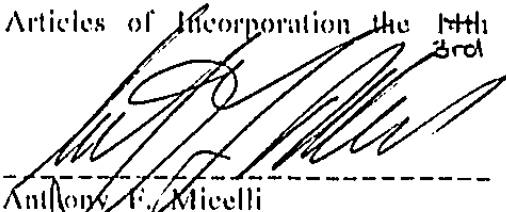
Anthony F. Micelli
8353 Huntsman Place
Boca Raton, FL 33433

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

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Town and Country Kitchens of Boca Raton, Inc.
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ARTICLE XII. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the ~~14th~~^{3rd} day of ~~February~~^{April} 1996.



Anthony F. Micelli
President

Town and Country Kitchens of Boca Raton, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, Anthony F. Micelli, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand official seal
this 3rd day of ~~February~~^{April} 1996


Notary Public

My commission expires:



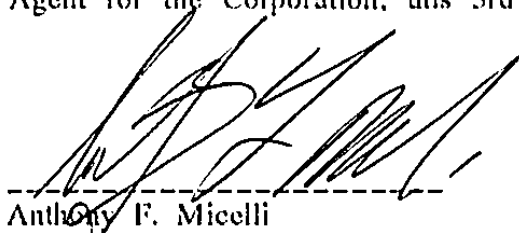
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CONSENT TO APPOINTMENT AS REGISTERED AGENT
TOWN AND COUNTRY KITCHENS OF BOCA RATON, INC.

To: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, Florida 32304

I, Anthony F. Micelli, do hereby consent to serve as Registered Agent for the Corporation, this 3rd day of April, 1996..



Anthony F. Micelli

Address of Registered Agent:

Anthony F. Micelli
8353 Huntsman Place
Boca Raton, FL 33433