

796000065156

KENNETH A. WENZEL

ATTORNEY AT LAW
880 NORTH FEDERAL HIGHWAY
SUITE 440
BOCA RATON, FLORIDA 33432

TELEPHONE
(407) 361-0900

FAX
(407) 330-3441

July 29, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

607001911886
-08/02/96--01058--0109
****122.50 ****122.50

Re: Our File No. 96-20486
Food For Thought of Longboat Key, Inc.

Gentlemen:

Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of FOOD FOR THOUGHT OF LONGBOAT KEY, INC., together with a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

Kenneth A. Wenzel
Kenneth A. Wenzel

RAW/lcd
Enclosures (3)

cc: Mr. Kevin Ross

AUG 5 1996

BSB

FILED
96 AUG -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FOOD FOR THOUGHT OF LONGBOAT KEY, INC.

FILED
96 AUG -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this Corporation is FOOD FOR THOUGHT OF LONGBOAT KEY, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 1230 Payne Street, Louisville, Kentucky 40204.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 1230 Payne Street, Louisville, Kentucky 40204.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 N. Federal Highway, Suite 440, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is KENNETH A. WENZEL, ESQ.

ARTICLE 8

INCORPORATORS

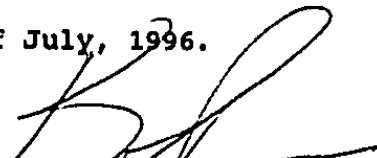
The names and addresses of the persons signing these Articles of Incorporation, the Incorporators, are KEVIN ROSS, 1230 Payne Street, Louisville, Kentucky 40204, and JOHN A. SPETZ, 1230 Payne Street, Louisville, Kentucky 40204.

ARTICLE 9

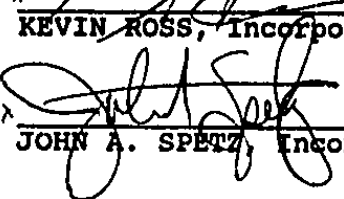
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporators have executed these Articles of Incorporation this 26 day of July, 1996.

x 

KEVIN ROSS, Incorporator

x 

JOHN A. SPETZ, Incorporator

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT

FOR

FOOD FOR THOUGHT OF LONGBOAT KEY, INC.

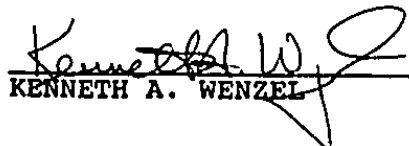
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96 AUG -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

FOOD FOR THOUGHT OF LONGBOAT KEY, INC., desiring to organize
under the laws of the State of Florida, with its registered office
as indicated in the Articles of Incorporation, has named KENNETH A.
WENZEL, ESQ., located at 980 N. Federal Highway, Suite 440, City of
Boca Raton, County of Palm Beach, State of Florida, as its
registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, 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 and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.


KENNETH A. WENZEL

P96000065/56

KENNETH A. WENZEL, P.A.

ATTORNEY AT LAW
888 NORTH FEDERAL HIGHWAY
SUITE 440
BOCA RATON, FLORIDA 33432

TELEPHONE
(561) 381-0800

FAX
(561) 338-3441

October 13, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

600002330166--0
-10/27/97--01068--017
*****37.50 *****37.50

Re: Our File No. 96-20486
Ross/Food For Thought of Longboat Key, Inc.

Gentlemen:

Enclosed are two (2) original Articles of Dissolution of Food For Thought of Longboat Key, Inc. together with a check in the amount of Eighty-seven and 50/100 Dollars (\$87.50), representing:

Filing Fees:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Dissolution to the undersigned.

Thank you.

Very truly yours,

Kenneth A. Wenzel
Kenneth A. Wenzel

600002321495--5
-10/16/97--01021--002
*****50.00 *****50.00

KAW/lcd
Enclosures (3)

cc: Kevin Ross

500002321495--5
-10/16/97--01021--002
*****50.00 *****50.00

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FILED
97 OCT 16 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 20 1997

KENNETH A. WENZEL, P.A.

ATTORNEY AT LAW
1100 NORTH FEDERAL HIGHWAY
SUITE 440
BOCA RATON, FLORIDA 33432

TELEPHONE
(561) 361-0000

FAX
(561) 358-3441

October 20, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Attn: Thelma Lewis

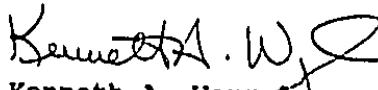
Re: Our File No. 96-20486
Ross/Food For Thought of Longboat Key, Inc.

Dear Thelma:

Pursuant to our telephone conference of today's date, enclosed is our check in the amount of \$37.50 representing the balance due to file the Articles of Dissolution for Food For Thought of Longboat Key, Inc.

Thank you for your cooperation in this matter.

Very truly yours,


Kenneth A. Wenzel

KAW/lcd
Encl.

ARTICLES OF DISSOLUTION OF
FOOD FOR THOUGHT OF LONGBOAT KEY, INC.

FILED
97 OCT 16 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of FOOD FOR THOUGHT OF LONGBOAT KEY, INC., a Florida corporation, hereby executes these Articles of Dissolution and further states as follows:

1. The name of the Corporation is FOOD FOR THOUGHT OF LONGBOAT KEY, INC.

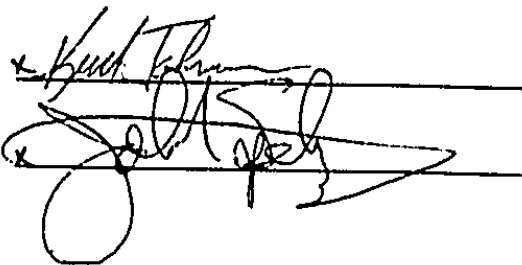
2. The date dissolution of this Corporation was authorized by the Stockholders was September 25, 1997.

3. The dissolution of this Corporation was approved by all of the Stockholders on the date described in Paragraph 2 above and the number of votes cast by the Stockholders in favor of the dissolution was sufficient for approval of the dissolution of this Corporation.

4. Voting by voting groups of Stockholders was not required for dissolution of this Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Dissolution this 25 day of September, 1997, all in accordance with Section 607.1402, Florida Statutes.

WITNESSES:



FOOD FOR THOUGHT OF LONGBOAT
KEY, INC., a Florida
corporation

By: 
Kevin Ross, President

(Corporate Seal)