

FROM: FORD, JETER & HOWLUS

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STATE OF FLORIDA
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FROM: FORD, JETER & HOWLUS, P.A.
10110 SAN JOSE BLVD

JACKSONVILLE FL 32257-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: IN THE KITCHEN, INC.

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**ARTICLES OF INCORPORATION
OF
IN THE KITCHEN, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be **IN THE KITCHEN, INC.**

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be 11529 Bankerville Road, Jacksonville, Florida 32223.

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Preemptive Rights. [FS § 607.0202(1)(d)] This corporation shall have preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Notwithstanding anything contained herein to the contrary, the provisions of any shareholder agreement regarding preemptive rights shall be incorporated herein by this reference and supersede this section.

**Article IV
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is c/o Ford, Jeter & Bowlus, P.A., 10110 San Jose Blvd.,

Jacksonville, Florida 32257 and the initial registered agent at that office is Robert M. Morgan.

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

Robert M. Morgan, Esquire
Ford, Jeter & Howlun, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purpose

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

Article VIII
Directors

(a) This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation are:

Eric Reiter
11529 Baskerville Road
Jacksonville, FL 32223

Jeffrey Beer
11529 Halethorpe Drive
Jacksonville, FL 32223

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(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 11th day of August, 1996.



ROBERT A. MORGAN

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505,
Florida Statutes, the following is submitted:

IN THE KITCHEN, INC., desiring to organize or qualify under
the laws of the State of Florida hereby designates ROBERT M. MORGAN
as its registered agent to accept service of process within the
State of Florida and the address of its registered office shall be
Ford, Jeter & Bowlus, P.A., 10110 San Jose Blvd., Jacksonville,
Florida 32257.

DATED this 11th day of August, 1996.


ROBERT M. MORGAN

Having been named as registered agent to accept service of
process for the above stated corporation, at the place designated
in this certificate, I hereby agree to 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.

DATED this 11th day of August, 1996.


ROBERT M. MORGAN

This instrument prepared by:
Robert M. Morgan, Esquire
Florida Bar No. 511160
Ford, Jeter & Bowlus, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257

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