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9/26/96

FLORIDA DIVISION OF CORPORATIONS
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PHONE: (305) 541-3694

SECRET (904) 922-4001
TALLAHASSEE, FLORIDA

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PAMPERED CHEF CAFE, INC.

AUDIT NUMBER.....H96000013539

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

P.12/18

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ARTICLES OF INCORPORATION
OF
PAMPERED CHIEF CAFE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to make a contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PAMPERED CHIEF CAFE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a 1.00 par value.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office of this corporation is:

FBN. 650341
JOHN ELIAS, ESQUIRE
15225 N.W. 77TH AVENUE, SUITE 202,
MIAMI LAKES, FLORIDA 33014
TEL: 305/558-4933

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and the name of the initial registered agent at that address is John Elias. The street address of the Principal Office of this corporation is 7347 Miami Lakes Drive, Miami Lakes, FL 33014.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of director may be either increased or decreased from time to time by the bylaws. The names and addresses of the members of the Board of Director of this corporation are:

NASHAT N. GHOBRIAL
2841 NE 163rd Street #701
North Miami Beach, FL 33160

AND

JERRY MAURICE SOLED
5361 Godfrey Road
Pompano Beach, FL 33067

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

JOHN ELIAS, ESQUIRE
15225 N.W. 77TH AVENUE, SUITE 202
MIAMI LAKES, FLORIDA 33014

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding,

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Articles of Incorporation
Panorad Chef Cafe, Inc.

whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or the best interests of corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the

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Articles of Incorporation
Prepared Chief Clerk, Ind.

merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a

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Articles of Incorporation
Rampared Chef Cafe, Inc.

director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interests would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of September, 1996.

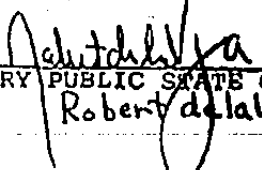

JOHN ELIAS, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN ELIAS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 16 day of September, 1996.

My commission expires:


NOTARY PUBLIC STATE OF FLORIDA
Robert de la Vega



ROBERT DE LA VEGA
My Commission C0588480
Expires Sep. 06, 1998
Bonded by HAI
800-422-1858

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Articles of Incorporation
Pampered Chef Cafe, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 40.091 and 607.034, FLORIDA

STATUTES, as may be amended, the following is submitted:

That, PAMPERED CHEF CAFE, INC. in desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 15225 N.W. 77th Avenue, Suite 202, Miami Lakes, FL 33014, has named JOHN ELIAS, ESQUIRE, whose address is 15225 N.W. 77th Avenue, Suite 202, Miami Lakes, FL 33914 as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, JOHN ELIAS, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance his duties.

JOHN ELIAS

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN ELIAS, known to me and known by me to be the person who executed the foregoing Certificate Designation Registered Agent and Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 18 day of September, 1996.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA

Robert de la Vega

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ROBERT DE LA VEGA
My Commission QC000400
Expires Sep. 03, 1998
Granted by HAJ