

9/23/96
11:29 AM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000013287 3))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: ADORNO & ZEDER, P.A.
072100000120
CONTACT: JUSTIN T WILSON
PHONE: (305)860-7098
(305)858-4777

ACCT#:

FAX #:

NAME: WE COOK CORP.
AUDIT NUMBER.....H96000013287
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
96 SEP 30 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
55 SEP 30 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/30/96
TD

**ARTICLES OF INCORPORATION
OF
WE COOK CORP.**

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
We Cook Corp. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Justin T. Wilson
Adorno & Leder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

FILED
SEP 30 AM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Julie Feigeles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133.

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Adam S. Feigeles
c/o Julie Feigeles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

Julie Feigoles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

c/o Julie Feigoles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Executed at Miami, Florida this 23rd day of September,
1996.



Julie Feigoles, Esq.,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of We Cook Corp., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 23rd day of September, 1996.

Julie Feigelas
Julie Feigelas, Esq.,
Registered Agent

FILED
96 SEP 30 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA