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J. LaDon Dewrell
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FILED
56 OCT -7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 17, 1996

State of Florida Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

700001354487
-09/24/96--01074--010
****122.50 ****122.50

RE: The Silver Spoon Gourmet, Inc.

Dear Sir or Madam:

Please find enclosed the following documents for forming a new corporation for the above referenced name:

1. Original and one copy of Articles of Incorporation of The Silver Spoon Gourmet, Inc.
2. Certificate Designating Place of Business or Domicile for the Service of Process within this State, naming Agent upon whom Process May be Served.
3. Waiver of Notice of Organizational Meeting of Board of Directors and Shareholders of The Silver Spoon Gourmet, Inc.
4. Minutes of Organizational Meeting of the Shareholders and Directors of The Silver Spoon Gourmet, Inc.
5. This firm's check in the amount of \$122.50 which represents payment for the filing and incorporation of The Silver Spoon Gourmet, Inc.

Thank you for your attention to this matter. If you have any questions, please feel free to contact the office.

Sincerely,

Leighlove Madere

Leighlove Madere
Paralegal to J. LaDon Dewrell

/lm Enclosures

W-20340
KR 9.28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1996

LEIGHLOVE MADERE
DEWRELL & SHAW
P.O. BOX 1510
FORT WALTON BEACH, FL 32549-1510

SUBJECT: THE SILVER SPOON GOURMET, INC.
Ref. Number: W96000020340

We have received your document for THE SILVER SPOON GOURMET, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00044284

ARTICLES OF INCORPORATION
OF
THE SILVER SPOON GOURMET, INC.

FILED
96 OCT -7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the law of the State of Florida.

ARTICLE I - NAME

The name of the corporation is The Silver Spoon Gourmet, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a nominal value or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AGENT

The street address of the initial registered office and the principal office of this corporation is 81 Nightcap Street, Santa Rosa Beach, Florida 32459, with the mailing address being P. O. Box 41, Point Washington, Florida 32454. The initial registered agent at this address is Laura C. Gerard.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor more than five (5) directors. The initial board of directors shall consist of the following person(s):

Laura C. Gerard

P. O. Box 41
Point Washington, Florida 32454

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Laura C. Gerard

P. O. Box 41
Point Washington, Florida 32454

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, 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 prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite her name:

Laura C. Gerard

100 shares

Shares of capital stock of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto

set my hand and seal this 17th day of September, 1996, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

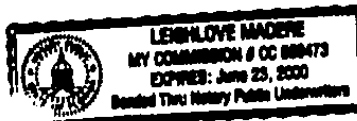
Laura C. Gerard
LAURA C. GERARD

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 17th day of September, 1996, by Laura C. Gerard, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 17th day of September, 1996.

Leigh Anne Madere
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That The Silver Spoon Gourmet, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Articles of Incorporation at 81 Nightcap Street, Santa Rosa Beach, Florida 32459, with the mailing address being P. O. Box 41, Point Washington, Florida 32454, has named Laura C. Gerard at that address as its agent to accept service of process with the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said business.



LAURA C. GERARD


WAIVER OF NOTICE OF ORGANIZATIONAL MEETING OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
THE SILVER SPOON GOURMET, INC.

I, the undersigned, being the shareholder and director of the corporation hereby agree and consent that an organizational meeting of the shareholders and directors be held on the date and at the time and the place stated below for the conduct of all business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof.

Place of Meeting: Office of J. LaDon Dewrell, Esquire
207 Florida Place Southeast
Fort Walton Beach, Florida 32549

Date of Meeting: September 17, 1996

Time of Meeting: 3:00 o'clock p. m.



LAURA C. GERARD
Director

FILED
96 OCT -7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA