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P.O. Box 5828
Tallahassee, FL 32315
(800) 342-8086

PH12: 2nd

OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 120206 169624A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : October 15, 1996

ORDER TIME : 11:49 AM

ORDER NO. : 120206-005

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
BUCKINGHAM DOOLITTLE &
BURROUGHS
5551 Ridgewood Drive

000001974966--6

Naples, FL 33963

DOMESTIC FILING

NAME: CULINARY CENTER OF NAPLES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

LR
10-15-96

FILED
96 OCT 15 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CULINARY CENTER OF NAPLES, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

CULINARY CENTER OF NAPLES, INC.

SECOND: The initial principal office and mailing address of the Corporation is:

3030 Horseshoe Drive South
Naples, Florida 34104

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock and the par value of each share shall be TEN CENTS (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

Buckingham, Doolittle & Burroughs
5551 Ridgewood Drive, Suite 302
Naples, Florida 34108

and the name of the Corporation's initial registered agent at such address is:

William R. O'Neill

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

Frederick Cusimano
730 Inverness Road
Akron, Ohio 44313

Carol Jean Cusimano
730 Inverness Road
Akron, Ohio 44313

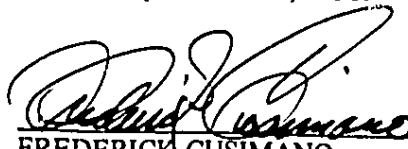
Karen Leigh Cusimano
730 Inverness Road
Akron, Ohio 44313

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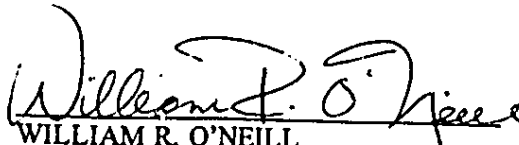
SIXTH: The name and address of the sole incorporator is:

Frederick Cusimano
730 Inverness Road
Akron, Ohio 44313

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 12th day of October, 1996.


FREDERICK CUSIMANO
Sole Incorporator

I, WILLIAM R. O'NEILL, having been designated to act as registered agent, hereby agree to act in this capacity.


WILLIAM R. O'NEILL
Initial Registered Agent

[COOKING.1]

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TALLAHASSEE, FLORIDA