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Phillips, Eisinger & Koss, P.A.

Attorneys At Law

Presidential Circle
4000 Hollywood Boulevard
Suite 265 South
Hollywood, Florida 33021

Miami Location
Alfred I. Dupont Building
169 East Flagler Street
Suite 1000
Miami, Florida 33131

Please respond to:
Hollywood Office (X)
Miami Office ()

TELEPHONE:
954 894-8000
FACSIMILE
954 894-8015

October 22, 1996

VIA CERTIFIED MAIL

Division of Corporations
Bureau of Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

800001986948--8
-10/28/96--01037--008
****122.50 ****122.50

RE: Articles of Incorporation
"Gourmet Chefs Service, Incorporated"

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #1929 in the amount of \$122.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$122.50

Please return the certified copy to the attention of the undersigned in the self-addressed stamped envelope enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Dennis Eisinger/HAS

DENNIS J. EISINGER
For the Firm

AL OCT 29 1996

Encs.
DJE:as

ARTICLES OF INCORPORATION
OF
GOURMET CHEFS SERVICE, INCORPORATED

FILED
95 OCT 25 PM 2:25
STATE
FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:

GOURMET CHEFS SERVICE, INCORPORATED

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 19667 Turnberry Way, Suite 20-B, Aventura, Florida 33180.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name of the Director is:

Nicole Miceli

The address of the Director is as follows: 19667 Turnberry Way, Suite 20-B, Aventura, Florida 33180.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 15th day of October, 1996.


Dennis J. Eisinger, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 15th DAY OF OCTOBER, 1996.

By: 
Dennis J. Eisinger

FILED
96 OCT 25 PM 2:25
STATE
TALLAHASSEE, FLORIDA

P96000088826
Phillips, Eisinger & Koss, P.A.
Attorneys At Law

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FACSIMILE
954 894-8015

April 1, 1997

Division of Corporations
Bureau of Corporate Records
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

700002134177--4
-04/04/97--01101--004
*****87.50 *****87.50

RE: Amendment to Articles of Incorporation of Gourmet Chefs
Service, Incorporated

Dear Sir/Madam:

Enclosed please find one (1) original and a copy of Articles of Amendment to Articles of Incorporation of Gourmet Chefs Service, Incorporated for filing with your Department, along with copy of Written Consent of the Incorporator, Director and Shareholder of Gourmet Chefs Service, Incorporated. Also enclosed is our check #2859 in the amount of \$87.50 to cover the appropriate fees. Please return the certified copy to the undersigned in the self-addressed, stamped envelope which is being enclosed for your convenience.

Your prompt attention to this matter would be greatly appreciated.

Very truly yours,

Dennis Eisinger HES
DENNIS J. EISINGER
For the Firm

VS APR 9 1997

Encs.
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N/C

FILED
97 APR -4 AM 9:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF
GOURMET CHEFS SERVICE, INCORPORATED

FILED
97 APR -4 AM 9:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, GOURMET CHEFS SERVICE, INCORPORATED (the "Corporation"), hereby adopts the following Articles of Amendment:

1. The name of the Corporation is GOURMET CHEFS SERVICE, INCORPORATED.

2. ARTICLE 1 - NAME of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as follows:

ARTICLE 1 - NAME

The name of the Corporation is LOVIN' SPOONFUL GOURMET CHEF SERVICE, INC.

3. The date of adoption of the aforesaid amendment was as of March 28, 1997.

4. The said number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

LOVIN' SPOONFUL GOURMET CHEF
SERVICE, INC., f/k/a GOURMET CHEFS
SERVICE, INCORPORATED

By: 

Nicole Miceli, President and Director

**WRITTEN CONSENT OF THE INCORPORATOR, DIRECTOR
AND SHAREHOLDER OF GOURMET CHEFS SERVICE, INCORPORATED**

(Pursuant to §§607.134 and 607.181(3) of the Florida General Corporation Act)

THE UNDERSIGNED, being the Incorporator, Director and Shareholder of GOURMET CHEFS SERVICE, INCORPORATED (the "Corporation"), do hereby adopt the following resolution as and for the resolution of the Corporation. The resolution shall be deemed adopted as if adopted at a duly held meeting of the Board of Directors and shareholders of the Corporation, effected as of the date set forth below:

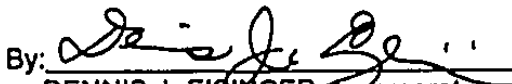
RESOLVED, that the Articles of Incorporation of the Corporation shall be amended to change the corporate name from GOURMET CHEFS SERVICE, INCORPORATED to LOVIN' SPOONFUL GOURMET CHEF SERVICES, INC., and that Articles of Amendment be filed with the Secretary of State to effectuate the name change.

DATED the 28th day of March, 1997.

LOVIN' SPOONFUL GOURMET CHEF SERVICE,
INC.



By: _____
NICOLE MICELI, Director and Shareholder



By: _____
DENNIS J. EISINGER, Incorporator