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COHN COHN
& SINGER

A PROFESSIONAL ASSOCIATION

96 OCT 30 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JOHN G. BIANCO III
MICHAEL S. TAYLOR

VANESSA NEGRON COHN
RONALD BRUCE COHN
GILBERT M. SINGER

October 28, 1996

EFFECTIVE DATE
10-28-96

Department of State
Corporate Records Division
409 East Gaines Street
Tallahassee, Florida 32301

RAMPOLLED HANDS AND FEET, INC.

Re: Articles of Incorporation for Hygrade Food Service, Inc.

Dear Sir/Madam:

200001989472--2
-10/29/96--01149--014
*****70.00 *****70.00

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Check in the amount of \$70.00 to cover your filing fees.

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Cordially,

COHN, COHN & SINGER, P.A.

Michael Taylor

Michael S. Taylor

MST/

Enclosures

cc: Donna Kalinkiewicz

PK
11/1/96

REPLY TO: POST OFFICE BOX 3424 • TAMPA, FLORIDA 33601-3424

705 WEST AZEELE STREET • TAMPA, FLORIDA 33606 • TELEPHONE (813) 254-1400 • FACSIMILE (813) 254-5324 • E-MAIL CCSLAW@GATE.NET

**ARTICLES OF INCORPORATION
OF
PAMPERED HANDS AND FEET, INC.**

FILED
96 OCT 30 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

PAMPERED HANDS AND FEET, INC.

EFFECTIVE DATE
10-28-96

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

**5. REGISTER AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS**

The registered agent shall be Gilbert M. Singer, Esquire, and the initial registered office shall be at 705 West Azeele Street, Tampa, Florida 33606. The principal office and mailing address of the Corporation is.

Pampered Hands and Feet, Inc.
13940 North Dale Mabry; Suite 5
Tampa, Florida 33618

6. BOARD OF DIRECTORS

The initial Board of Directors shall have member whose name and address is as follows:

Donna Kalinkiewicz
13940 North Dale Mabry; Suite 5
Tampa, Florida 33618

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

The incorporator of this Corporation is Michael S. Taylor, Esquire, whose address is 705 West Azeele Street, Tampa, Florida 33606.

8. SHAREHOLDER' PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares of from the treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

28th In witness thereof, the undersigned incorporator has executed these Article of Incorporation this day of October, 1996.


MICHAEL S. TAYLOR, ESQUIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 28th day of October, 1996, by Michael S. Taylor, who is personally known to me OR has produced a Florida driver's license as identification.

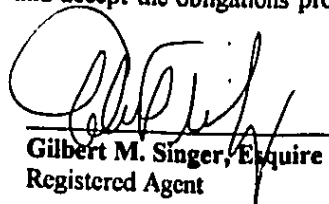

Notary Public - State of Florida at Large
My commission Expires



KERRY H. BROWN
COMMISSION # CC 320845
EXPIRES OCT 2, 1997
Atlantic Bonding Co., Inc.
800-732-2245

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for Pampered Hands and Feet, Inc., 705 West Azcele Street, Tampa, Florida 33606 I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.


Gilbert M. Singer, Esquire
Registered Agent

FILED
96 OCT 30 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS AT LAW
**COHN COHN
& SINGER**
A PROFESSIONAL ASSOCIATION

VAN NUNEN, COHN
ROBERT ALD BRITTON
COBERT M. N

JOHN G. BIANCO III
MICHAEL S. TAYLOR

March 11, 1997

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

RE: Pampered Hands and Feet, Inc.

Dear Division of Corporations:

Please be advised that Pampered Hands and Feet, Inc. has changed its address, and registered agent's address, from 13940 North Dale Mabry, Suite 5, Tampa, Florida 33618 to:

PAMPERED HANDS AND FEET, INC.
10900 N. Dale Mabry Hwy.
Tampa, Florida 33618

Please adjust your records accordingly. Thank you for your attention to this matter.

Very truly yours,

COHN, COHN & SINGER, P.A.

Michael S. Taylor
Michael S. Taylor

MST/

cc: Donna Kalinkiewicz, President
Pampered Hands and Feet, Inc.

KS 3/18