

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 NOV 27 11:01:15
 NOV 27 11:01:15

~~25635~~

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAP _____

WALK-IN
 Will Pick Up 11:22 12:40

RE: Chel Seal's Kitchen

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	***122.50	***122.50
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

96 NOV 27 PM 3:08
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 27, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: CHELSEA'S KITCHEN, INC.
Ref. Number: W96000025035

Corrected

We have received your document for CHELSEA'S KITCHEN, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of Incorporation must be consistent throughout the document.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 396A00053730

RECEIVED
96 NOV 27 PM 1:35
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

FILED
96 NOV 27 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of this corporation is CHELSEA'S KITCHEN, INC.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. STOCK: The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one (1) class, at One Dollar (\$1.00) par value.

5. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT: The name and address of the initial registered agent, registered office and principal office of this corporation is as follows:

KATHLEEN R. WILSON

963 Cattleman Road
Sarasota, Florida 34232

6. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment to the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
TIMOTHY N. WILSON	9023 61st Avenue Drive East Bradenton, Florida 34202
KATHLEEN R. WILSON	9023 61st Avenue Drive East Bradenton, Florida 34202

7. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation is:

KATHLEEN R. WILSON	9023 61st Avenue Drive East Bradenton, Florida 34202
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8. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles


of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

10. CUMULATIVE VOTING: In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of his shares, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the president or a vice-president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

11. 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 from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay 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 preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of November, 1996.


KATHLEEN R. WILSON, Incorporator
and Registered Agent

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared KATHLEEN R. WILSON, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed, and she is personally known to me or provided a FL Drivers License as identification.

WITNESS my hand and official seal, this 25th day of November, 1996.



Julia R. Culley
Notary Public

CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT

FILED
96 NOV 27 PM 3:08
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of CHELSEA'S KITCHEN, INC., a corporation duly organized and existing under the laws of the State of Florida is: 963 Cattleman Road, Sarasota, Florida 34232.

2. The Registered Office of this corporation is: 963 Cattleman Road, Sarasota, Florida 34232.

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
KATHLEEN R. WILSON	963 Cattleman Road Sarasota, Florida 34232

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 11-25-96

Kathleen R. Wilson
Registered Agent