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ACCOUNT NO. : 072100000032

REFERENCE : 299765 9151A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 19, 1997

ORDER TIME : 2:33 PM

ORDER NO. : 299765-005

CUSTOMER NO: 9151A

CUSTOMER: Harry Winderman, Esq
HARRY WINDERMAN, ESQ

347 N.e. Fifth Avenue

Delray Beach, FL 33483

DOMESTIC FILING

NAME: FLORIDA CHEFS, 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: _____

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*****70.00 *****70.00

FILED
97 MAR 19 PM 12:12
STATE
TALLAHASSEE, FLORIDA

97 MAR 19 PM 4:11
FILED

K.R.

MAR 20 1997

ARTICLES OF INCORPORATION
OF
FLORIDA CHEFS, INC.

97 MAR 19 PM 12:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

FLORIDA CHEFS, INC.

The address of the principle office of this corporation shall be 2295 Corporate Boulevard, N.W., Suite 140, Boca Raton, Florida 33431 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$0.0001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2295 Corporate Boulevard, N. W., Suite 140, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is Harry Winderman, Esq.

ARTICLE V TERM OF EXISTENCE

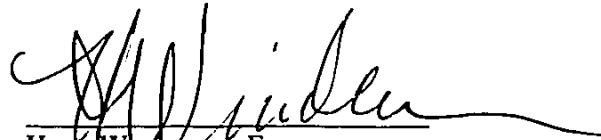
This corporation is to exist perpetually.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

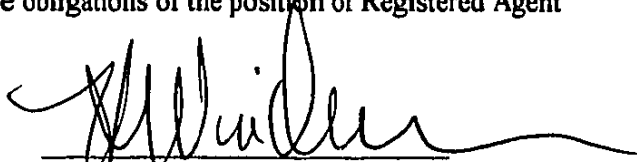
Harry Winderman, Esq.
2295 Corporate Boulevard, N. W.
Suite 140
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on March 18, 1997.


Harry Winderman, Esq.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

The undersigned having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida States.


Harry Winderman, Esq.

FILED

97 MAR 19 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA