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ACCOUNT NO. : 072100000032

REFERENCE : 332966 4300087

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : April 16, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 332966-005

CUSTOMER NO: 4300087

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CUSTOMER: Ms. Nancy P. Meyer
BACHNER TALLY POLEVOY & MISHER

380 Madison Avenue

New York, NY 100172590

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATE TAXES
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CREATE-A-PLATE, 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: Warren Whittaker

EXAMINER'S INITIALS: _____

STATE OF FLORIDA
TALLAHASSEE

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ARTICLES OF INCORPORATION

OF

CREATE-A-PLATE, INC.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of eighteen years or over, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act, does hereby certify as follows:

FIRST: The name of the corporation is Create-A-Plate, Inc. (the "Corporation").

SECOND: The street address of the initial principal office, and the mailing address, of the Corporation in the State of Florida shall be located at 8970 S.W. 87th Court, Suite 23, Miami, Florida 33176.

THIRD: The street address of the initial registered office of the Corporation in the State of Florida shall be located at 8970 S.W. 87th Court, Suite 23, Miami, Florida 33176. The name of its registered agent at that address is James Pearlson. The written acceptance of said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is five hundred (500), all of which shall be designated Common Stock with a par value of \$.001.

FIFTH: The name and address of the incorporator is James Pearlson and his mailing address is 8970 S.W. 87th Court, Suite 23, Miami, Florida 33176.

SIXTH: To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor, or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved,

improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

SEVENTH: The shareholders or the Board of Directors of the Corporation shall have the power to adopt, alter, amend or repeal the By-Laws of the Corporation.

EIGHTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

NINTH: The duration of the Corporation shall be perpetual.


TENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The election of directors need not be by written ballot, unless the by-laws so provide.
- (2) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said

provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed to this 14th day of April, 1997 by the undersigned, who affirms that the statements made herein are true under the penalty of perjury.


James Pearlson, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James Pearlson, Registered Agent

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