

MICHAEL WM MEAD

Attorney at Law

P97000034599

April 15, 1997

POST OFFICE DRAWER 1329
24 WALTER MARTIN ROAD
FORT WALTON BEACH, FLORIDA 32549-1329
TELEPHONE (904) 243-3135
FAX NO. (904) 244-4849

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
DIVISION OF CORPORATIONS
97 APR 16 PM 12:18

RE: Dead Chefs Society, Inc.

900002145089--E
-04/16/97--01068--017
*****122.50 *****122.50

Gentlemen:

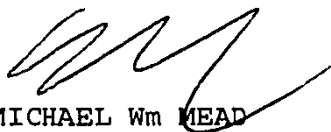
Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 which represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter.

Sincerely,


MICHAEL Wm MEAD
MWM/bjg

Enclosures: a/s

WS\DeadChef.SS
#6137bjg

D. BROWN APR 17 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 16 PM 12:18

ARTICLES OF INCORPORATION
OF
DEAD CHEFS SOCIETY, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.
Name

The name of this corporation is: DEAD CHEFS SOCIETY, INC.

ARTICLE II.
Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.
Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.
Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is TWO THOUSAND TWO HUNDRED (2,200) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.
Address

The principal place of business of this corporation shall be 423 Caviar Drive, Destin, Okaloosa County, Florida 32541.

ARTICLE VI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.
Officers

The names and addresses of the President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Paula N. Moreland	117 Lake Lorraine Circle Shalimar, FL 32579	President
Sherie Lee Montalto	423 Caviar Drive Destin, FL 32541	Secretary
Nancy J. Reiker	831 Choctaw Lane Shalimar, FL 32579	Treasurer

to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Theresa G. Barker	100 Country Club Road Shalimar, FL 32579	100
Lisa H. Madden	321 Yacht Club Drive Fort Walton Beach, FL 32548	100
Jane E. Martin	27 Paradise Point Shalimar, FL 32579	100
Rhonda C. Mead	901 Sharon Point Circle Fort Walton Beach, FL 32547	100
Paula N. Moreland	117 Lake Lorraine Circle Shalimar, FL 32579	100
Sherie L. Montalto	423 Caviar Drive Destin, FL 32541	100
Angela Harris Parkhurst	35 Lake Lorraine Circle Shalimar, FL 32579	100
Nancy J. Reiker	831 Choctaw Lane Shalimar, FL 32579	100
Sharon L. Smith	2589 Dana Court Shalimar, FL 32579	100
Carol L. Studley	53 Poquito Road Shalimar, FL 32579	100
Patricia B. Tringas	551 Pocohantas Drive Fort Walton Beach, FL 32548	100

ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be: MICHAEL Wm MEAD, and the street address of the office, place of business or location for the service of process within this State shall be: 24 Walter Martin Road, Suite 3, Fort Walton Beach, Okaloosa County, Florida 32548.

IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 14th day of April, 1997.

Jane E. Martin
Jane E. Martin

Rhonda C. Mead
Rhonda C. Mead

Paula N. Moreland
Paula N. Moreland

Sherie L. Montalto
Sherie L. Montalto

Angela H. Parkhurst
Angela H. Parkhurst

Nancy J. Reiker
Nancy J. Reiker

Sharon L. Smith
Sharon L. Smith

Carol L. Studley
Carol L. Studley

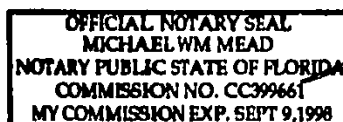
Patricia B. Tringas
Patricia B. Tringas

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by THERESA G. BARKER

or ☒ who is personally known to me,

_____ who has produced _____
as identification.



[Signature]
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by LISA H. MADDEN

or ☒ who is personally known to me,

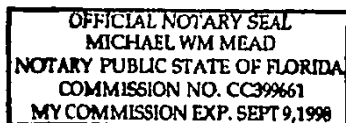
_____ who has produced _____
as identification.


STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by JANE E. MARTIN

☒ who is personally known to me,
or

☐ who has produced _____
as identification.



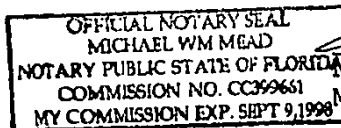

Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by RHONDA C. MEAD,

☒ who is personally known to me,
or

☐ who has produced _____
as identification.



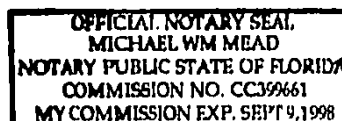

Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by PAULA N. MORELAND

☒ who is personally known to me,
or

☐ who has produced _____
as identification.




Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by SHERIE L. MONTALTO

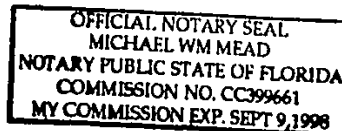
☒ who is personally known to me,
or

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by ANGELA H. PARKHURST,

☒ who is personally known to me,
or

☐ who has produced _____
as identification.



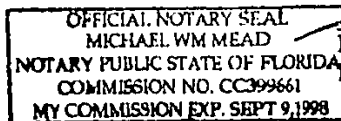
Michael Wm Mead
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by NANCY J. REIKER

☒ who is personally known to me,
or

☐ who has produced _____
as identification.



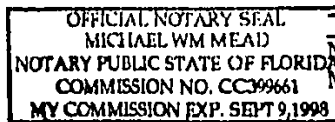
Michael Wm Mead
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by SHARON L. SMITH

☒ who is personally known to me,
or

☐ who has produced _____
as identification.



Michael Wm Mead
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by CAROL L. STUDLEY

☒ who is personally known to me,
or

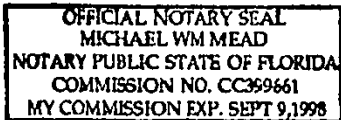
☐ who has produced _____
as identification.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 14th day of April, 1997, by PATRICIA B. TRINGAS,

or ✓ who is personally known to me,

_____ who has produced _____
as identification.



[Signature]
Notary Public
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR 16 PM 12:18

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

DEAD CHEFS SOCIETY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 423 Caviar Drive, Destin, Okaloosa County, Florida 32541, has named MICHAEL Wm MEAD, located at 24 Walter Martin Road, Suite 3, Fort Walton Beach, Okaloosa County, Florida 32548 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL Wm MEAD