

P97000040323
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April 30, 1997

REPLY TO: Sun City Center

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

800002163508--3
-05/02/97--01078--014
****122.50 ****122.50

Re: Our File Number: W3962
What's For Dinner, Inc.
Articles of Incorporation

EFFECTIVE DATE
5-1-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 PM 3:56

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation for the above proposed corporation, together with a check in the amount of \$122.50, which includes the following items:

Filing Fee:	\$ 35.00
Resident Agent Fee:	\$ 35.00
Certified Copy:	<u>\$ 52.50</u>

Total: \$122.50

I would appreciate your forwarding the certified copy to us at our Sun City Center address at your earliest convenience.

Very truly yours,

Donald B. Linsky
Donald B. Linsky

DBL:gw
enclosures

cc: What's For Dinner, Inc.
c/o Paula Rosenblatt, President
113 Lincoln Avenue
Tampa, Florida, 33609

c:\corp\d3964.02

D. BROWN MAY - 6 1997

ARTICLES OF INCORPORATION

OF

WHAT'S FOR DINNER, INC.

EFFECTIVE DATE
5-1-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 PM 3:56

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

What's For Dinner, Inc. is the name of this Corporation.

ARTICLE II. DURATION

This Corporation shall have perpetual existence and shall commence on May 1, 1997.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.


ARTICLE IV. CAPITAL STOCK AUTHORIZED

This Corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar per share par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office of this corporation is Robert Rosenblatt, 113 Lincoln Avenue, Tampa, Florida 33609. The mailing address for this corporation is 113 Lincoln Avenue, Tampa, Florida 33609.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Robert Rosenblatt

ARTICLE VI. INITIAL BOARD OF DIRECTORS

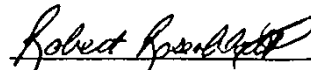
The number of members of the initial board of directors shall be two. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The names of the initial directors of this Corporation are Robert Rosenblatt and Paula Rosenblatt.

The address of both of the initial directors of this Corporation is: 113 Lincoln Avenue, Tampa, Florida 33609.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is: Robert Rosenblatt, 113 Lincoln Avenue, Tampa, Florida 33609.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 19____.



Robert Rosenblatt
Incorporator/Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that before me, the undersigned authority, personally appeared Robert Rosenblatt, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

Notary Public

Printed name of acknowledger

CC _____

Commission Expires _____

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