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CR2E031 (1-89)

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Requestor's Name 660 East Jefferson	Street	· · · · · · · · · · · · · · · · · · ·
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Cookwa	ocks of Santa Fe, Inc	
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## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

FILED 97 MAY -9 FH 2:53 SECRETARY OF STATE TALLAHASSEE, FLORIDA

May 8, 1997

C T CORPORATION SYSTEM 660 EAST JEFFERSON STREET TALLAHASSEE, FL 32301

SUBJECT: COOKWORKS OF SANTA FE, INC.

Ref. Number: W97000010691

We have received your document for COOKWORKS OF SANTA FE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6973.

Claretha Golden Document Specialist

Letter Number: 697A00024713

## ARTICLES OF INCORPORATION OF COOKWORKS OF SANTA FE, INC.

FILED 97 MAY -9 PM 2: 53 SECRETALING

The undersigned, acting as incorporator to form A logicoration in under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is Cookworks of Santa Fe, Inc. (the "Corporation"). The principal office and mailing address is: 316 Guada Lupe Street, Santa Fe, NM 87501.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purposes for which the Corporation is organized are: to conduct a retail business relating to cookware, kitchenware, food products, tableware, gifts and related items and to engage in any other lawful purpose or purposes permitted by the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is:

NUMBER	CLASS	SERIES	PREFERENCES,	ETC.
10,000	Common Stock, \$1.00 par value	N/A	N/A	

FIFTH: Any provision limiting or denying to shareholders the preemptive right to acquire unissued or treasury shares, or securities convertible into such shares or carrying a right to subscribe to or to acquire shares:

## None

SIXTH: The name of its initial registered agent and the street and city of the initial registered office in Florida are:

NAME	ADDRESS
CT Corporation System	1200 South Pine Island Road City of Plantation, FL 33324

SEVENTH: An affidavit signed by the initial directors of the Corporation stating that they consent to being directors is on file with the Corporation; the number of directors constituting the initial board of directors is four (4) and the name and address of the persons who are to serve as directors of the Corporation until the first annual meeting of shareholders or until their successors are elected and qualify are:

NAME

**ADDRESS** 

John Marion

801 Cherry Street, Suite 1500

Fort Worth, TX 76410-6869

Charles A. Kehoe

1100 Governor Dempsey Drive

Santa Fe, NM 87501

Anne Marion

801 Cherry Street, Suite 1500

Fort Worth, TX 76410-6869

Mary Kehoe

1100 Governor Dempsey Drive

Santa Fe, NM 87501

EIGHTH: The name and address of the incorporator is:

NAME

ADDRESS

Conrad E. Coffield

218 Montezuma

Santa Fe, NM 87501

DATED: May 6, 1997

Conrad E. Coffield

Incorporator

Acceptance by the Registered Agent as required in Section 607.0501(3)F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT CORPORATION SYSTEM

Dated May 7, 1997

William C. Bradford, Jr.

(Type Name of Officer)

Vice President

(Title of Officer)