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April 29, 1997

The Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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IN RE: CHEF CALDWELL'S BEST BLENDS, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing fee	\$35.00
Registered Agent fee	\$35.00
Certified copy fee	\$52.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesy and cooperation in this matter.

Sincerely,

JORDAN L. WALLACH, P.A.

Jordan L. Wallach, Esquire

JLW/srn

AL MAY 14 1997

FILED
97 MAY 12 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHEF CALDWELL'S BEST BLENDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is: CHEF CALDWELL'S BEST BLENDS, INC.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of stock having One Dollar (\$1.00) par value.

Preemptive rights will be granted to shareholders to purchase pro-rata any additional shares of stock authorized to be issued hereunder.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$500.00.

ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The mailing and Street Address of the principal office of this corporation in the State of Florida is:

200 SOUTH ADAMS DRIVE
SARASOTA, FLORIDA 34236

The mailing and Street Address of the initial registered office of this corporation in the State of Florida is:

JORDAN L. WALLACH, ESQUIRE
1800 SECOND STREET, SUITE 900
SARASOTA, FLORIDA 34236

The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at aforesaid address shall be JORDAN L. WALLACH, ESQUIRE, 1800 SECOND STREET, SUITE 900, SARASOTA, FLORIDA 34236.

ARTICLE VII

DIRECTORS: This corporation shall have **one (1)** Director initially. The number of Directors may be modified from time to time by By-Laws adopted by the Stockholders.

ARTICLE VII

INITIAL DIRECTORS: The name(s) and street address(es) of the member(s) of the first Board of Directors are as follows:

SUSAN WALLACH, PRESIDENT
JEAN CALDWELL, SECRETARY AND TREASURER

ARTICLE IX

INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation are as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
JORDAN L. WALLACH, ESQUIRE	1800 SECOND STREET, SUITE 900 SARASOTA, FLORIDA 34236

ARTICLE X

AMENDMENT OF ARTICLES: These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all this 8 day of May, 1997.

Jordan L. Wallach
INCORPORATOR

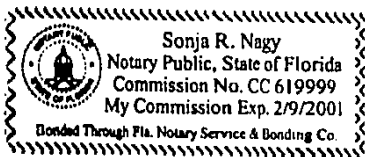
Having above been named Registered Agent to accept service of process for the above stated corporation, at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Jordan L. Wallach
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8 day of May, 1997 by JORDAN L. WALLACH, ESQUIRE, as incorporator and as Registered Agent, who was personally known to me or who produced his/her Florida Driver's License as identification and who did not take an oath.

Sonja R. Nagy
Notary Public
Print Name:
My Commission Expires:



FILED
97 MAY 12 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA