

George F.H. Silberman, Jr.

6904 Aqueduct Terrace
Odessa, FL 33556

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P97000056812

June 22, 1997

Division of Corporations
Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

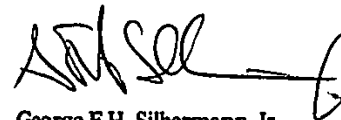
re: GOURMET ON THE GO, INC. &
INTERNATIONAL EATERIES, INC.

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To whom it may concern,

Please find enclosed an executed original and one photocopy of the articles of incorporation for each of the above referenced corporations. In that regard, I have also enclosed two separate checks in the amounts of \$122.50 to cover the required filing fees (articles--\$35; registered agent designation--\$35; and certified copy--\$52.50). Please return a certified copy to me in the self-addressed, stamped envelope that I have enclosed for your convenience. Thank you.

Sincerely,


George F.H. Silberman, Jr.

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

GOURMET ON THE GO, INC.

Article I: Name

The name of this Corporation shall be GOURMET ON THE GO, INC.

Article II: Duration

This Corporation shall have perpetual existence.

Article III: Purpose and Powers

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which this Corporation may choose to engage in business activities. This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IV: Capital Stock

(a) This Corporation shall have the authority to issue Twenty Million (20,000,000) shares of capital stock, of which: (i) Nineteen Million (19,000,000) shall be Common Stock having a par value of \$.001 per share, having unlimited voting rights, and, subject to any rights of Preferred Stock (as may be subsequently determined by the Corporation's Board of Directors, as authorized below), shall be entitled to receive the net assets of the Corporation, if any, upon dissolution; and (ii) One Million (1,000,000) shares shall be Preferred Stock having a par value of \$.001 per share.

(b) This Corporation's Board of Directors shall have the authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution(s) providing for the issuance of shares of Preferred Stock in series, the following:

- (i) The number of shares which will constitute such series and the designation of such series;
- (ii) The voting powers, full or limited, of such series or that such series shall have no voting power;
- (iii) The rate of dividends payable on such series, the time(s) when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether dividends will be cumulative or non-cumulative;
- (iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate(s) or price(s) at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;
- (v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such a fund;
- (vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of this Corporation;
- (vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class(es) or other series of the same or other class(es) of stock of this Corporation, the price(s) or rate(s) of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holders of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange;
- (viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares.

(c) No holder of shares of either Common Stock or Preferred Stock of this Corporation shall have any preemptive rights thereby entitling a Shareholder, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of this Corporation.

Article V: Initial Registered Office and Agent

The street address of the registered office of this Corporation shall be George F. H. Silberman, Jr., and the name of the initial registered agent of the Corporation at that address shall be 6904 Aqueduct Terrace, Odessa, Florida 33556.

Article VI: Principal Office and Mailing Address

The principal office and mailing address of this Corporation shall be 6904 Aqueduct Terrace, Odessa, Florida 33556.

Article VII: Incorporator

The name and address of the incorporator of this Corporation and the person signing these Articles of Incorporation is:

George F. H. Silberman, Jr.
6904 Aqueduct Terrace
Odessa, Florida 33556

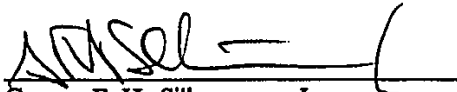
Article VIII: Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently contained in Section 607.0850, Florida Statutes), as the same may be amended from time to time, this Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. Unless set forth to the contrary in any separate agreement between this Corporation and a person whom may be otherwise entitled to indemnification, the indemnification provided herein shall continue as to such a person whom has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

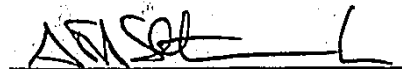
Article IX: Bylaws

The bylaws of this Corporation may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 th day of June, 1997.


George F. H. Silberman, Jr.
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.



Name: George F. H. Silbermann, Jr.

Dated: June 22, 1997

FILED
SECRETARY OF STATE
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