

P97000060692

Judy Eure
Corporate Section Administrator
P.O.Box 6327
Tallahassee, Florida 32314

July 10, 1997

Ref: ABBY'S FRESH CUISINE, INC.

Please find Original and Copy plus filing fee of \$122.50.

When filed please remit to

Frederick Buzan
P.O. Box 271691
Tampa, Fl., 33688

(813) 996-0248

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****122.50 ****122.50

Thank you Judy.

P.S. Could you please call me when filed.....

FILED
97 JUL 14 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 JUL 14 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
ABBY'S FRESH CUISINE, INC.

THE UNDERSIGNED INCORPORATOR FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE:

ABBY'S FRESH CUISINE, INC.

ARTICLE II

PRINCIPLE OFFICE

THE PRINCIPLE PLACE OF BUSINESS SHALL BE:

5002 Mission Square

Nephyrhills, Fl., 33541-6917

THE MAILING ADDRESS OF THIS CORPORATION SHALL BE:

3738 Land O' Lakes Blvd.

Land O' Lakes, Fl., 34639

ARTICLE III

DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE IV

GENERAL PURPOSES

THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY ACTS OR ACTIVITIES FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.

ARTICLE V

CAPITOL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS (ONE HUNDRED THOUSAND (100,000.)), CONSISTING OF A SINGLE CLASS OF COMMON STOCK, ONE DOLLAR (\$1.00) PAR VALUE PER SHARE.

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ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

PHYLLIS BALDREE
3738 Land O' Lakes Blvd.
Land O' Lakes, Fl., 34639

ARTICLE VII

PREEMPTIVE RIGHTS GRANTED

EACH SHAREHOLDER OF THIS CORPORATION SHALL BE ENTITLED TO FULL PREEMPTIVE RIGHTS TO PURCHASE ANY UNISSUED OR TREASURY SHARES OF THE CORPORATION.

ARTICLE VIII

AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE IX

INCORPORATOR (S)

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

PHYLLIS BALDREE
3738 Land O' Lakes Blvd.
Land O' Lakes, Fl., 34639

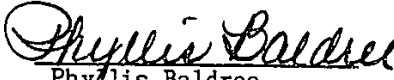
THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 9th DAY OF JULY 1997.


Phyllis Baldree

ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. THE UNDERSIGNED hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.325, Florida Statutes, and THE UNDERSIGNED will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 9th day of July 1997.


Phyllis Baldree

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