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CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
(305) 858-4777

FAX #:

NAME: WE COOK TOO, INC.

AUDIT NUMBER.....H97000012526

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1997

ADORNO & ZEDER PA

SUBJECT: WE COOK TOO, INC.
REF: W97000017717

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Freida Chesser
Corporate Specialist

FAX Aud. #: H97000012526
Letter Number: 097A00039194

Please note that this entity has the same principal
as We Cook, Inc.

Thank you for your assistance.

Justin Wilson

H97000012526

**ARTICLES OF INCORPORATION
OF
WE COOK TOO, INC.**

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

We Cook Too, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Justin T. Wilson
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 434-3333

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ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Julie Feigeles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Adam S. Feigeles
c/o Julie Feigeles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

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ARTICLE VII

The name and address of the Incorporator of the Corporation is:


Julie Feigeles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

c/o Julie Feigeles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Executed at Miami, Florida this 31st day of July, 1997.



Julie Feigeles, Esq.,
Incorporator

H97000012526

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of We Cook Too, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 31st day of July, 1997.



Julie Feigeles, Esq.,
Registered Agent

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