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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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SUITE 1600
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August 12, 1997

FACSIMILE
(305) 858-4777

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

Re: WE COOK MANAGEMENT CORP.

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-08/14/97--01038--010
****122.50 ****122.50

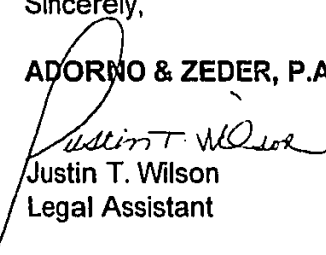
Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Justin T. Wilson
Legal Assistant

FILED
97 AUG 14 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

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JTH/C. LTRCOV/109047/10490.001

ARTICLES OF INCORPORATION
OF
WE COOK MANAGEMENT CORP.

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CLERK OF STATE,
TALLAHASSEE, FLORIDA

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 Management Corp. (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.

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.

ARTICLE VII

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

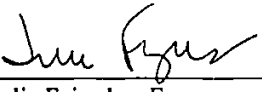
Julie Feigeles, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

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 11th day of August, 1997.

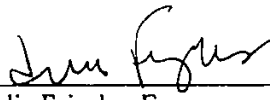


Julie Feigeles, Esq.,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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

Dated this 11th day of August, 1997.



Julie Feigeles, Esq.,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA