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LAW OFFICE OF

BLAIR W. CLARK

Blair W. Clark
Daniel J. Kortenhaus

FILED

97 AUG 22 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 20, 1997

300 31st Street North, #101

Post Office Box 13175

St. Petersburg, FL 33733-3175

Tel: (813) 327-0098

Fax: (813) 327-7114

DIVISION OF CORPORATIONS

P. O. BOX 6327

TALLAHASSEE, FLORIDA 32314

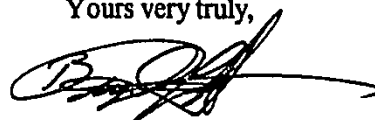
Re: Menus, Menus, Menus, Inc.

Dear Messrs.:

Enclosed please find two originals of executed articles of incorporation for the above referenced and my check in the amount of \$70 which is for the filing fee and the designation of registered agent. Please file the original and return a date stamped original to me in the envelope which I have provided for your convenience. As you will be date stamping and returning an original, I am not including \$52.50 for a certified copy.

Thank you for your attention in this matter.

Yours very truly,



Bryon T. LoPreste

BC/bl

Enclosures

(c:\vp60:form:corporate:corpfile.let)

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RECEIVED DATE
8-15-97

PK
8/22/97

ARTICLES OF INCORPORATION

FILED

OF

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MENUS, MENUS, MENUS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is Menus, Menus, Menus, Inc.

EFFECTIVE DATE

8-15-97

**ARTICLE II
DURATION**

This Corporation shall exist perpetually, commencing as of August 15, 1997.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purposes of publication of various types of written material and engaging in any and all other lawful business as may be conducted within the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE**

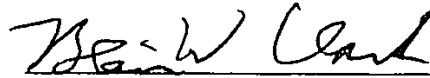
The initial registered agent of the corporation is BLAIR W. CLARK and the street address of the registered agent of this Corporation is 300 - 31st Street North, Suite 101, St. Petersburg, Florida 33713. The street address of the office of the Corporation is 259 Mateo Way N.E., ST. Petersburg, Florida 33704.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to

comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 19 day of August, 1997.



Blair W. Clark, Registered Agent

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be increased or diminished from time to time by the Bylaws but shall never be less than one nor greater than five. The names and addresses of the initial directors of this Corporation are as follows:

Name

Address

Terry McDevitt

259 Mateo Way N.E.
St. Petersburg, Florida 33704

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Name

Address

Blair W. Clark

300 - 31st Street North, Suite 101
St. Petersburg, FL 33713

ARTICLE VIII CUMULATIVE VOTING

There shall be no cumulative voting rights for shareholders of the Corporation.

ARTICLE IX PREEMPTIVE RIGHTS

There shall be no preemptive rights for shareholders of the Corporation.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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TALLAHASSEE, FLORIDA

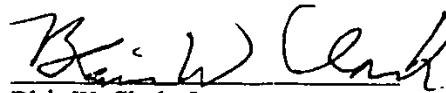
**ARTICLE XI
BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XII
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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of August, 1997.


Blair W. Clark, Incorporator

(c:wp60:corp:menus.inc)
8/15/97 bl