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THOMAS M. DRYDEN, P.A.

Attorney & Counselor at Law

THOMAS M. DRYDEN, P.A.
Also Licensed in Georgia
Board Certified Florida Bar Real Estate
Board Certified Creditor's Rights - CLLA
Academy of Commercial and Bankruptcy Law Specialist

2231 First Street
Fort Myers, Florida 33901
Telephone: (941) 337-0515
Facsimile: (941) 337-7140

September 3, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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-09/04/97--01066--016
*****70.00 *****70.00

Re: **GOOD EATS, INC.**
Filing of Articles

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation for the above named corporation. In addition a check in the amount of \$70.00 is enclosed which represents the following fees:

(1) Filing fee	\$20.00
(2) Certified copy	30.00
(3) Registered agent fee	<u>20.00</u>
Total:	\$70.00

Please file the original of the enclosed Articles and return a certified copy to my attention.
Thank you.

Very Sincerely,
THOMAS M. DRYDEN, P.A.

Thomas M. Dryden
For The Firm

TMD:ed
Enclosures
cc: Client w/o Enclosures

FILED
97 SEP -4 PH 3:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/10/97-TM

ARTICLES OF INCORPORATION

OF

GOOD EATS, INC.

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be **GOOD EATS, INC.** The principal place of business of this corporation shall be **1037 El Rio Avenue, Fort Myers, FL 33919.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be **1037 El Rio Avenue, Fort Myers, Florida 33919**, and the name of the initial registered agent of the corporation at that address is **Gilda Finman**. The undersigned is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

ARTICLE VII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is: **Gilda Finman, 1037 El Rio Avenue, Fort Myers, Florida 33919.**

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE IX. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

The undersigned incorporator has signed these Articles of Incorporation on this 3rd day of September, 1997.

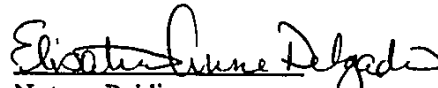


Gilda Finman, Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law

STATE OF FLORIDA
COUNTY OF LEE

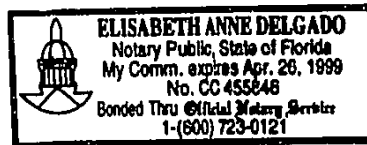
Before me personally appeared **GILDA FINMAN**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that said instrument was signed for the purposes therein expressed.

Witness my hand and official seal this 3rd day of September 1997.


Notary Public

My commission expires: 4-26-99

[SEAL]



**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is GOOD EATS, INC.
2. The name of the registered agent is Gilda Finman.
3. The address of the registered agent/registered office is 1037 El Rio Avenue, Fort Myers, Florida 33919.

• Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



Gilda Finman

Date: September 3, 1997.

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TALLAHASSEE, FLORIDA