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Attorneys at Law

A Partnership of Professional Associations

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October 7, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002315271--2
-10/08/97--01092--007
*****70.00 *****70.00

Re: By the Slice, Inc.

Dear Madam or Sir:

Enclosed for filing please find original Articles of Incorporation for the above-referenced entity. Also enclosed is a check in the amount of \$70.00, which represents the filing fee for the Articles of Incorporation.

If you have any questions related to this matter, please do not hesitate to contact me.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS/ymr
Enclosures

FILED
97 OCT -8 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/9/97-TM

ARTICLES OF INCORPORATION

OF

BY THE SLICE, INC.

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be By the Slice, Inc. The mailing address of the corporation shall be 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

ARTICLE II

The general nature of the business to be transacted is:

(a) To buy, sell, lease, rent, manufacture, produce and generally trade in, store, carry and transport all kinds of equipment, goods, wares, merchandise, provisions and supplies;

(b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed;

(c) To exercise and enjoy all the rights, powers and privileges incident to corporations for profit, organized and existing by virtue of the laws and Constitution of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

W. Morgan Speer, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VI

The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

W. Morgan Speer, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this
7th day of October, 1997.

W. Morgan Speer
W. Morgan Speer

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act: That By the
Slice, Inc., desiring to organize under the laws of the State of
Florida with its principal office in the County of Palm Beach,
State of Florida, has named W. Morgan Speer, Attorney at Law,
located at 440 Royal Palm Way, Suite 200, Palm Beach, Florida
33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above
stated corporation, at a place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

W. Morgan Speer

W. Morgan Speer, Registered Agent

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TALLAHASSEE, FLORIDA