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Licensed in  
Florida &  
Tennessee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 29, 2001

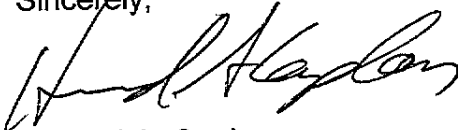
Division of Corporations  
Secretary of State  
State Of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed please find the Restated Articles of Incorporation of 1 Accord, Inc. along with the check for the appropriate fee. Also, please send me a U.B.R. for the company.

Sincerely,



Howard A. Caplan

HAC/mt  
enclosures

Restated Arts  
4-6-01  
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RESTATED ARTICLES OF INCORPORATION  
OF  
1 ACCORD, INC.

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ARTICLE I

The name of the corporation is 1 Accord, Inc.

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including cleaning and refurbishing commercial bakery and kitchen equipment and accessories.

The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes will not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred thousand (500,000) shares of common stock

having no par value.

Shareholders will not have preemptive rights.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

#### ARTICLE IV

This corporation will exist perpetually.

#### ARTICLE V

The principal office of the corporation is at 8265 Concord Boulevard West, Jacksonville, FL 32208. The principal office may be moved to any address that the Board of Directors will choose, provided however that the principal office will be in the State of Florida.

#### ARTICLE VI

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

#### ARTICLE VII

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock

bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation will have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

#### ARTICLE VIII

The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE IX

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

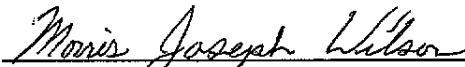
ARTICLE X

These Restated Articles of Incorporation were adopted on March 1, 2001.

ARTICLE XI

These Restated Articles of Incorporation were adopted by majority vote of the Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation, this 15<sup>th</sup> day of March, 2001.

  
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Morris Joseph Wilson, President