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ADLER, TOLAR & ADLER

1700 N.E. 26TH STREET, SUITE 4
FORT LAUDERDALE, FLORIDA 33305

JOHN N. TOLAR (1912-1978)
FRANK C. ADLER
KARL W. ADLER

TELEPHONE (305) 566-3237
FACSIMILE (305) 566-3239

February 5, 1998

*Return to
PIU ASAP*

Attorneys Title Insurance Fund
Leon County Branch
660 East Jefferson Street #200
Tallahassee, Florida 32301

RE: UPPER DECK @ CHAT 'N CHEW, INC.
Articles of Incorporation

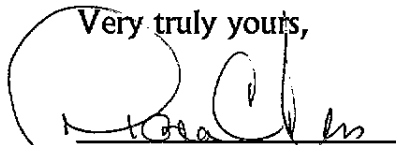
To Whom It May Concern:

I am with Adler, Tolar and Adler who maintains an account with your organization; i.e. Member No. 2702. I enclose herewith the following for filing with the Secretary of State:

1. Check payable to Secretary of State for filing fee \$70.00
2. Check payable to The Fund for services in filing said corporation - \$15.00.
3. Two original copies of the executed Articles of Incorporation and Acceptable Resident Agent.
4. A stamped, self-addressed envelope for your return of same.

If you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,


DIANA C. ROSS

encs - as noted

RECEIVED
98 FEB 11 AM 8:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

200002427212--0
-02/11/98-01007-010
*****70.00 *****70.00

FILED
98 FEB 12 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe FEB 12 1998

W98-3068

K. Rolfe FEB 11 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

ATTORNEYS' TITLE INSURANCE FUND, INC.
660 EAST JEFFERSON STREET
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: UPPER DECK @ CHAT 'N CHEW, INC.
Ref. Number: W98000003068

We have received your document for UPPER DECK @ CHAT 'N CHEW, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

PLEASE REMOVE THE WORD "AMENDED" FROM ARTICLE VI.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 698A00007838

RECEIVED
98 FEB 12 PM 1:55
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
UPPER DECK @ CHAT 'N CHEW, INC.

FILED
98 FEB 12 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is
UPPER DECK @ CHAT 'N CHEW, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address
of this corporation is:

5200 North^{east}west 14th Way #303

Fort Lauderdale, Florida 33334

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE V.

CAPITAL STOCK

This corporation shall be authorized to issue 1,000 Common Voting Stock.

PAR VALUE

\$1.00 per share

AUTHORIZED ISSUE

100 shares

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation is DIANA C. ROSS and the street address of the Registered Office is 5200 Northwest 14th Way #303, Fort Lauderdale, Florida 33334. The Registered Agent, by his execution of these Articles of Incorporation, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.0501, Florida Statutes.

ARTICLE VII.

BOARD OF DIRECTORS

This corporation now has two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name of the existing directors of this corporation are:

- 1: HELMUTT BRAUN
- 2: DIANA C. ROSS

ARTICLE VIII.

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

ARTICLE IX.

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.

ARTICLE X.

BYLAWS

The power to alter, amend, or repeal the initial Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders holding voting stock of the corporation.

IN WITNESS WHEREOF, the undersigned certifies the unanimous adoption of the foregoing Articles of Incorporation by the Board of Directors and Stockholders of the corporation pursuant to provisions of the initial Articles of Incorporation and By-Laws, and execute these Articles of Incorporation this 02 day of February, 1998.



DIANA C. ROSS
PRESIDENT/SECRETARY/TREASURER
DIRECTOR
Registered Agent

The name and street address of the incorporators signing these articles are:

Name

Diana C. Ross

Street Address

5200 N.E. 14th Way #303
Ft. Lauderdale, Fl 33334

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.S.:

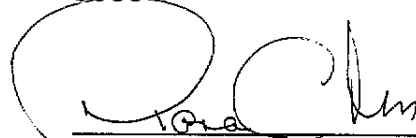
UPPER DECK @ CHAT 'N CHEW, INC., organized under the laws of the State of Florida, with its principal office at 5200 Northeast 14th Way #303, Fort Lauderdale, Florida 33334, has named DIANA C. ROSS, located at 5200 Northeast 14th Way #303, Fort Lauderdale, Florida 33334 as its Agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

<u>Name & Title</u>	<u>Address</u>
DIANA C. ROSS - President Secretary Treasurer	5200 N.E. 14 Way - #303 Fort Lauderdale, FL 33334

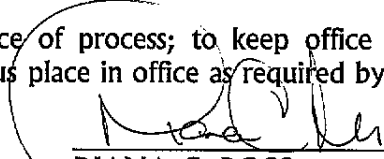
NEWLY APPOINTED DIRECTORS:

DIANA C. ROSS



DIANA C. ROSS
President/Secretary/Treasurer

I agree, as Registered Agent, to accept service of process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.



DIANA C. ROSS
Registered Agent

FILED
98 FEB 12 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA