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ALAN E. GREENFIELD, P.A.

ATTORNEY AT LAW

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CORAL GABLES, FLORIDA 33134 98

FILED

FEB 25 AM 9:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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February 23, 1998

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Secretary of State  
Division of Corporations  
Corporate Records Bureau  
Room 2001, The Capitol  
Tallahassee, FL 32301

Re: Kitchen Shoppe~~s~~, Inc.

Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation of Kitchen Shoppe~~s~~, Inc. Also, please find enclosed my check in the sum of \$122.50 in payment of the filing fee, resident agent fee, and cost of a certified copy.

Please file the Articles and return a copy together with a certified copy of the Charter.  
Thank you for your prompt attention to this matter.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

cc: client

P. Hall

FEB 26 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**KITCHEN SHOPPE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME:** The name of this corporation is: **KITCHEN SHOPPE, INC.**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE:** This corporation shall commence to exist on the date filed with the Secretary of State.

**ARTICLE III**

**PURPOSE:** This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK:** This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares.

**ARTICLE V**

**PRE-EMPTIVE RIGHTS:** Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the principal office of this corporation is 6743 Main Street, Miami Lakes, Florida 33014. The name of the initial registered office and initial registered agent of this corporation is **ALAN E. GREENFIELD, Esq.**, 2600 Douglas Road, Suite #911, Coral Gables, FL 33134.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS AND OFFICERS:** This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

**ARTICLE VIII**

**INCORPORATORS:** The names and address of the persons signing these Articles of Incorporation are:

Alan E. Greenfield,      2600 Douglas Road - Ste. #911  
Coral Gables, FL 33134

**ARTICLE IX**

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



**IN WITNESS WHEREOF,** the undersigned subscribed have executed these Articles of Incorporation, this 23 day of February, 1998.

  
\_\_\_\_\_  
**ALAN E. GREENFIELD**

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared **ALAN E. GREENFIELD**, to me well known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 23rd day of February, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA  
  
JULIETA SANTAYANA  
Notary Public, State of Florida  
My Comm. Expires April 24, 2000  
No. CC 544298  
Bonded Thru Official Notary Service  
1-(800) 723-0121

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHICH  
PROCESS MAY BE MADE.**

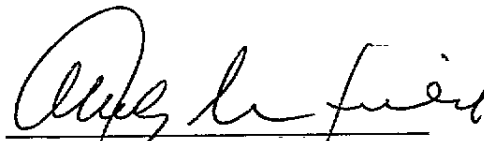
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **KITCHEN SHOPPE, INC.**, with its principal office, located at 6743 Main Street, Miami Lakes, Florida 33014 has named **ALAN E. GREENFIELD, Esq.**, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, 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 the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.



**ALAN E. GREENFIELD, Esq.**  
Registered and Resident Agent