

P980000018871

2/26/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:16

((H98000003897 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MATT WEINSTEIN, ATTORNEY  
CONTACT: MATT WEINSTEIN  
PHONE: (305)670-5200

ACCT#: 071610000751

FAX #: (305)670-5210

NAME: POTATO WORLD, INC.

AUDIT NUMBER.....H98000003897

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
98 FEB 26 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
2/26/98

H-98-3897

**ARTICLES OF INCORPORATION**  
**of**  
**POTATO WORLD, INC.**

**FILED**  
98 FEB 26 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Article I - Name*

The name of this Corporation is:  
**POTATO WORLD, INC.**

*Article II - Principal Office and Mailing Address*

The principal office and mailing address of the Corporation shall be:  
**316 Petronia Street, Key West, FL 33040**

*Article III - Duration*

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

*Article IV - Purpose*

This Corporation is organized for the purpose of engaging in the provision of food and other services; in the import, export, purchase and sale of wholesale and retail goods and in any business permitted by law.

*Article V - Powers*

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

*Article VI - Capital Stock*

This Corporation is authorized to issue three hundred shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

*This Document prepared for electronic filing by:*  
**MATT WEINSTEIN, Attorney at Law, fba 113320**  
**9300 So. Dadeland Blvd., Suite 408**  
**Miami, Florida 33156**  
**ph. 305-670-5200**  
**Fax 305-670-5210**

H-98-3897

H-98-3897

*Article VII - Rights of Shareholders*

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

*Article VIII - Initial Registered Office and Agent*

The Street Address of the Initial Registered Office of this Corporation is:

316 Petronia Street, Key West, FL 33040

The initial Registered Agent of the Corporation at that address is:

MELODY MITCHELL

*Article IX - Incorporator*

The name and address of the person signing these Articles of Incorporation is:

MELODY MITCHELL, 316 Petronia Street, Key West, FL 33040.

*Article X - Amendment*

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

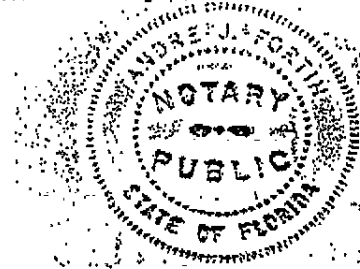
IN WITNESS WHEREOF the Undersigned Incorporator has executed these Articles of Incorporation this 22 day of February, 1998, at South Miami, in the County of Dade and State of Florida.

Melody Mitchell  
INCORPORATOR, MELODY MITCHELL

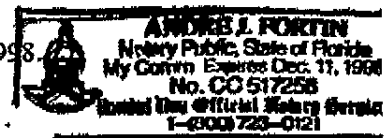
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared: MELODY MITCHELL, who, being personally known to me, or who produced the following identification: executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed same for the purposes therein expressed.

WITNESS my hand and seal this 22 day of Feb, 1998.



Andre J Fortin  
NOTARY PUBLIC, State of Florida



H-98-3897

**FILED**

H-98-3897

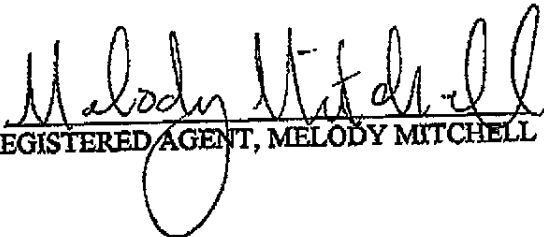
98 FEB 26 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

The Undersigned hereby accepts Designation as the Initial Registered Agent of  
**POTATO WORLD, INC.**

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 22 day of Feb., 1998.

  
REGISTERED AGENT, MELODY MITCHELL

H-98-3897