

Charter Number Only

P98000019131

VALIDATION ONLY

Requestor's Name Wilen Barry Alan
Address 4601 Sheridan St #208
Hollywood Fl. 33021
City State ZIP Phone

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-02/27/98-01018-002
****122.50 ****122.50

CORPORATION(S) NAME

Phone Chefs of Broward County, Inc.

FILED
98 FEB 27 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHONE CHEFS OF BROWARD COUNTY, INC.

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ARTICLE I - NAME

The name of this corporation is Phone Chefs of Broward County, Inc.

ARTICLE II - ADDRESS

The principal place of business is 7915 Pines Boulevard, Pembroke Pines, Florida 33024.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of operating as food delivery and marketing service office and for any other purpose or activity permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One and No/100 (\$1.00) Dollar par value common stock,

which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Gus Tobon.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 7915 Pines Boulevard, Pembroke Pines, Florida 33024.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and address of the initial director(s) of this corporation are:

Gus Tobon
7915 Pines Boulevard
Pembroke Pines, Florida 33024

ARTICLE IX - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Gus Tobon
7915 Pines Boulevard
Pembroke Pines, Florida 33024

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be

adopted, by either the Board of Directors or the Shareholders but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights. Except as otherwise provided by

law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.


ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of FEBRUARY, 1998.



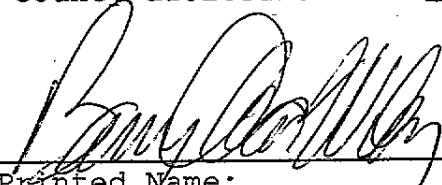
GUS TOBON

STATE OF FLORIDA
COUNTY OF BROWARD

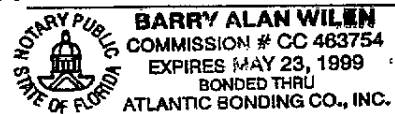
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared GUS TOBON known to me and known by me to be the person who executed the

foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 26 day of FEBRUARY, 1998.


Printed Name: _____
Notary Public, State of Florida
Commission No.: _____

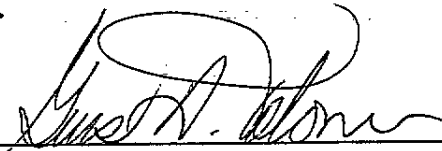
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of FEBRUARY, 1998.


GUS TOBON

Prepared by:
BARRY ALAN WILEN, ESQ.
4601 Sheridan Street, Suite 208
Hollywood, Florida 33021
(954) 966-0011

FILED
98 FEB 27 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA