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950 N. COLLIER BLVD.
MARCO ISLAND, FLORIDA 34145

REPLY TO: P.O. BOX 887, MARCO ISLAND, FLORIDA 34146

DONALD W. RHODES
E. GLENN TUCKER*

*Also Admitted in Illinois

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CERTIFIED MAIL-
RETURN RECEIPT REQUESTED

March 25, 1998

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-03/30/98-01123--001
*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: COLLECTOR'S COOKBOOK, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for COLLECTOR'S COOKBOOK, INC., in duplicate. Our check payable to Secretary of State is also enclosed to cover the filing fee. After filing please return the duplicate copy to our office in the self-addressed envelope which we have provided.

If you have any questions concerning this matter, please call me or my legal assistant, Cynthia Sellers. Thank you for your assistance in this matter.

Sincerely,

E. Glenn Tucker

E. Glenn Tucker

EGT:ccs

Enclosures

FILED
98 MAR 30 AM 6:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donna
3/31/98

ARTICLES OF INCORPORATION
OF
COLLECTOR'S COOKBOOK, INC.

FILED
98 MAR 30 AM 6:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is COLLECTOR'S COOKBOOK, INC.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted is all lawful business,
including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be Sun Bank Centre-Suite 204, 950 North Collier Blvd., Marco Island, County of Collier, State of Florida, 34145, and the initial registered agent of this corporation at such office shall be E. GLENN TUCKER, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is 580 Conover Court, Marco Island, Florida 34145.

ARTICLE VI
MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VII
INITIAL SUBSCRIBER AND INCORPORATOR

The name and street address of the person signing these Articles of

Incorporation are:

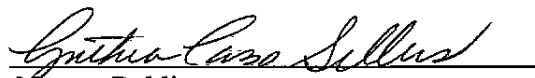
<u>Name</u>	<u>Address</u>
CAROL CAMPBELL	1680 Ludlow Road Marco Island, Florida 34145


CAROL CAMPBELL

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation of COLLECTOR'S COOKBOOK, INC., were acknowledged before me this 20th day of March, 1998, by CAROL CAMPBELL, as Incorporator.


Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COLLECTOR'S COOKBOOK, INC., at the place designated in the Articles of Incorporation, E. GLENN TUCKER, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 3/20/98



E. GLENN TUCKER

FILED
98 MAR 30 AM 6:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA