

THE LAW OFFICE OF
W. DALE GABBARD, ESQUIRE
220 EAST MADISON STREET SUITE 310
TAMPA, FLORIDA 33602
813-229-7662

April 7, 1998

Ms. Gloria Ivonne Poole
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Healthy Cuisine Deliveries, Inc.

Dear Ms. Poole:

Enclosed please find the original and one copy of the Articles of Incorporation of Healthy Cuisine Deliveries, Inc., and Certificate Designating Resident Agent, together with a check in the sum of Seventy Dollars (\$70.00) as Charter Tax and other filing fees.

Please file the Articles of Incorporation and return a certified copy with your Certificate Under Seal to this office as soon as possible.

Thank you for your cooperation in this matter.

Very Truly Yours

W. Dale Gabbard

WDG/ef

Enclosure

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-04/10/98-01025-010
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 APR 10 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEALTHY CUISINE DELIVERIES, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is: HEALTHY CUISINE DELIVERIES, INC.

ARTICLE II

Duration and Corporate Existence

The term of existence of the Corporation is perpetual, and the corporate existence is deemed to have commenced on the date of filing of these Articles.

ARTICLE III

Purpose

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is ONE THOUSAND (1,000) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V
Preemptive Rights

Granted each share holder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI
Registered Office and Agent

The street address of the initial registered office of the Corporation is: 6109 Doc Thompson Road, Plant City, Florida 33565, and the name of the initial registered agent at such address is: VICTOR JERRY COUTURE.

ARTICLE VII
Section 1244 Stock

The Corporation and the parties hereto shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 as amended, and the Regulation issued thereunder.

ARTICLE VIII

Board of Directors

The Board of Directors of the Corporation shall consist of THREE (3) members. The names and addresses of the Board of Directors is:

VICTOR JERRY COUTURE; 6109 Doc Thompson Road, Plant City, Florida 33565.

JERRY SARDIN; 6109 Doc Thompson Road, Plant City, Florida 33565.

JIM SMITH; 6109 Doc Thompson Road, Plant City, Florida 33565.

ARTICLE IX Initial Stockholders and Officers

The names of the Officers of this Corporation are as follows:

VICTOR JERRY COUTURE, President,

JERRY SARDIN, Vice-President

JIM SMITH, Secretary

JIM SMITH, Treasurer

ARTICLE X Amendment of Articles

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI Special Provisions

No stockholder shall be permitted to sell their stock in this Corporation without first offering the sale to the Corporation, the stock may then be offered for sale to the other stockholders. Upon the death of a stockholder, an immediate accounting and appraisal shall be made of the business and assets of the Corporation to determine the reasonable value of the stock. The stock shall be first offered for purchase by the Corporation and if the Corporation refuses to purchase, then to the other stockholders, on a prorata basis. No one shall have authority to buy in the Corporation without a meeting of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention to bind the Corporation. No action shall be taken by the officers of the Corporation or Board of Directors, without it having been first approved, in writing, by the stockholders at a stockholder's meeting by a majority of the entitled to vote thereon.

ARTICLE XII Amendment of By-Laws

The By-laws of this Corporation may be amended, changed, repealed or enlarged by the Board of Directors by a majority vote of the directors present at any regular meeting of said Board of Directors shall have full power to specify the conditions upon

which stock certificates shall be issued, and to replace lost or destroyed certificates by a new issue.

ARTICLE XIII
Incorporators

The name(s) and address(es) of the Incorporator(s) is/are:

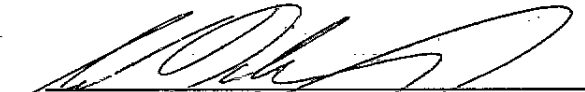
VICTOR JERRY COUTURE, 6109 Doc Thompson Road, Plant City, Florida 33565.


VICTOR JERRY COUTURE, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 19 day of April, 1998, by VICTOR JERRY COUTURE, Incorporator, who is personally known to me or who has produced N/A as type of identification, and who did take an oath.

(SEAL)


Signature of person taking
acknowledgement

W. Dale Gabbard
Name of officer taking
acknowledgment - typed, stamped
or printed



W. Dale Gabbard
MY COMMISSION # CC662095 EXPIRES
July 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC

Title or rank and Serial No.,
if any.

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

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted in compliance with said Act: HEALTHY CUISINE DELIVERIES, Articles of Incorporation at HILLSBOROUGH COUNTY, FLORIDA has named VICTOR JERRY COUTURE, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

BY: _____

Resident Agent


**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was sworn to, subscribed and acknowledged before me this 10th day of April, 1998, by VICTOR JERRY COUTURE, Resident Agent, who is personally known to me or who has produced N/A as type of identification, and who did take an oath.

(SEAL)

Signature of person taking
acknowledgement

W. Dale Gabbard
Name of officer taking
acknowledgement -- typed,
printed or stamped.

 **W. Dale Gabbard**
MY COMMISSION # CC662035 EXPIRES July 19, 2001
Title, rank and Serial No.,
if any.

FILED
98 APR 10 PM 2:15
TALLAHASSEE
SECRETARY OF STATE