

P98000034210

CUSTER'S ACCOUNTING & TAX SERVICES, INC.

1810 EVERGREEN DRIVE
LAKE CLARKE SHORES, FL. 33406

Telephone 561-967-8983

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

000002486310--2
-04/13/98--01047--008
***122.50 ***122.50

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$122.50 for the filing fee.

Please forward the certified copy to:

Custer's Accounting and Tax Service, Inc.
1810 Evergreen Drive
Lake Clarke Shores, Florida 33406

Thank You,

Georgetta M. Custer
Georgetta M. Custer
Accountant

98 APR 13 AM 10:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 15 1998

ARTICLES IN INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **Country Skillet, Inc.** and will be formed for the purpose of doing business in the State of Florida. The duration of the corporation is perpetual. The corporation has been organized to transact any and all lawful business for which corporations may be incorporated in this state.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

6108 South Dixie Highway
West Palm Beach, Florida

ARTICLE III

This corporation is authorized to have 100 shares of stock outstanding at any one time.

ARTICLE IV

The initial registered agent and their current address is:

Richard Cheverie
13599 Northumberland Circle
Wellington, Fl. 33414

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 APR 13 AM 10:20

FILED

ARTICLE V

The names and street address of the incorporators to these Articles of Incorporation are:

Richard Cheverie - President/Treasurer
13599 Northumberland Circle
Wellington, Florida 33414

Rosemarie Cheverie - Vice President/Secretary
13599 Northumberland Circle
Wellington, Florida 33414

The undersigned incorporators has executed these Articles of Incorporation this 9
day of April, 1998.

Richard G. Cheverie
Rosemarie A. Cheverie

State of Florida
County of Palm Beach

One 4/9/98, the above persons appeared before me, a notary public and is personally known or provided to me to be the persons whose name is subscribed to the above instrument who acknowledged that she/he executed the instrument.

Georgetta M. Custer
Georgetta M. Custer, Notary



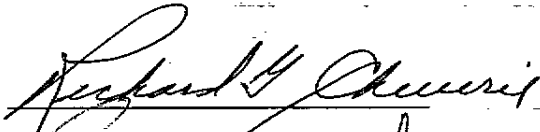
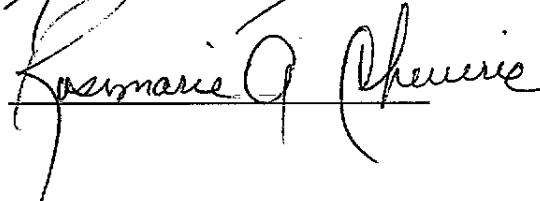
RESOLUTION
OF
COUNTRY SKILLET, INC
a Florida Corporation

RESOLVED that the corporation elects "S" Corporation status for tax purposes under the Internal Revenue Code and that the officers of the corporation are directed to file IRS Form 2553 and to take any further action necessary for the corporation to qualify for S-Corporation status.

The undersigned shareholders being all of the shareholders of the above corporation, a Florida corporation hereby consent to the election of the corporation to obtain S-Corporation status.

Shareholder	Shares Owned	Date Acquired
Richard Cheverie	50	05/22/96
Rosemarie Cheverie	50	05/22/96

Date: 4/9/98

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

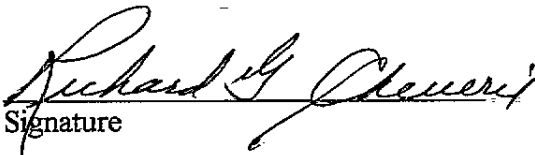
1. The name of the corporation is: Country Skillet, Inc.
2. The name and address of the registered agent and office is:

Richard Cheverie

13599 Northumberland Circle

Wellington, Florida 33414

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

4/9/98
Date

FILED
98 APR 13 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA