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POST OFFICE BOX 3827
ORLANDO, FLORIDA 32802-3827

ONE SOUTH ORANGE AVENUE
SUITE 306
ORLANDO, FLORIDA 32801

JACINTA M. MATHIS
ATTORNEY AT LAW

TELEPHONE NUMBER (407) 246-0054
FACSIMILE NUMBER (407) 246-0240

April 22, 1998

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-04/24/98--01071--004
*****70.00 *****70.00

RE: Articles of Incorporation for SMALLWARES INTERNATIONAL, INC.

Dear Madam/Sir:

I have enclosed the Articles of Incorporation for SMALLWARES INTERNATIONAL, INC. together with our law firm's check, Number 6497, in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (407) 246-0054.

Very truly yours,

MATHIS LAW FIRM, P.A.

Jacinta M. Mathis
JACINTA M. MATHIS, ESQUIRE

JMM:ami

Enclosures:

Original Articles of Incorporation for Smallwares International, Inc.
Mathis Law Firm, P.A. check (Number 6497) in the amount of \$70.00

FILED
98 APR 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doney
4/24/98

(6)

**ARTICLES OF INCORPORATION
OF
SMALLWARES INTERNATIONAL, INC.**

FILED

98 APR 24 PM 12:51

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the Florida General Corporation Act, SMALLWARES INTERNATIONAL, INC. adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is SMALLWARES INTERNATIONAL, INC. ("Corporation").

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
One South Orange Avenue
Suite 306
Orlando, Florida 32801

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

One South Orange Avenue
Suite 306
Orlando, Florida 32801

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Samuel E. Mathis, Jr.
5504 Spring Run Avenue
Orlando, Florida 32819

**ARTICLE EIGHT
INCORPORATORS**

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

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
One South Orange Avenue
Suite 306
Orlando, Florida 32801

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

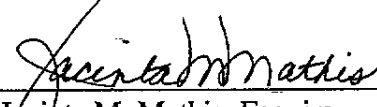
**ARTICLE SIXTEEN
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22nd day of April, 1998.



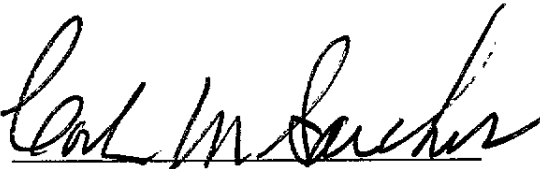
Jacinta M. Mathis, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE.)

BEFORE ME, the undersigned authority, personally appeared Jacinta M. Mathis, Esquire, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of April, 1998.

CORBIN M. SARCHET, III
Notary Public, State of Florida
My comm. expires June 26, 1999
Comm. No. CC464362



NOTARY PUBLIC
My Commission Expires:

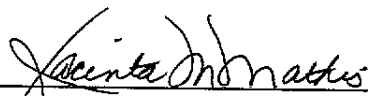
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

SMALLWARES INTERNATIONAL, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at One South Orange Avenue, Suite 306, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of April, 1998.


Jacinta M. Mathis, Esquire
Registered Agent

FILED
98 APR 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA