

LETTER OF TRANSMITTAL

P98000041182  
Date 3-19-98

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
98 MAY -4 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: MR. MIKE'S GOURMET FOODS, Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$123.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-05/04/98--01104--001  
\*\*\*\*\*123.50 \*\*\*\*\*123.50

*Michael A Fryer*

MICHAEL A. FRYER

(individual's name)

MR. MIKE'S GOURMET FOODS, INC.  
(name of corporation)

PLEASE RETURN  
COMPLETED AS  
SOON AS POSSIBLE  
& WITHIN 10 DAYS.

MAILING ADDRESS OF CORPORATION		
25 2ND ST. N. SUITE 200		
ST. PETERSBURG, FL		
33701		
PHONE		
(813)	898-0100	
Area Code	Number	Ext.

QNS-7-98

**PROPOSED CHARTER**

**OF**

**MR. MIKE'S GOURMET FOODS, INC.**

I, the undersigned person MYSELF, hereby present MYSELF for the purpose of forming a corporation under the laws of the State of Florida, and do hereby adopt the following as Articles of Incorporation, and make application for charter in accordance with same.

**ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of this corporation shall be:

MR. MIKE'S GOURMET FOODS, INC.

**ARTICLE II**

The general nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States, and the State of Florida.

**ARTICLE III**

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock with a par value of one dollar (\$1.00) per share.

**ARTICLE IV**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE V**

The amount of capital with which the corporation shall begin business shall be Five Hundred dollars (\$500.00).

**ARTICLE VI**

The principal office of the corporation shall be located at:

25 2ND ST. N., ST PETERSBURG, FL 33701  
SUITE 200

**ARTICLE VII**

The number of directors of the corporation shall be not less than one, and may be as many more as is deemed necessary.

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### ARTICLE VIII

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation and By-Laws, shall hold office for the first year of the corporations's existence, or until a successor or successors have been elected and qualified, shall be:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MICHAEL A. FRYER	6500 SUNSET WAY #511 ST. PETERSBURG BEACH, FL 33706	President
JOAN M. FRYER	6500 SUNSET WAY #511 ST PETERSBURG BEACH, FL 33706	Secretary VICE PRESIDENT

### ARTICLE IX

The name and post office address of the subscriber to the certificate of incorporation and a statement of the number of shares of stock which that subscriber agrees to take, is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of shares</u>	<u>Par value: \$1.00</u>
MICHAEL A. FRYER	6500 SUNSET WAY #511 ST. PETERSBURG BEACH, FL 33706	5,000	1.00
JOAN M. FRYER	6500 SUNSET WAY #511 ST PETERSBURG BEACH, FL 33706	5,000	1.00

### ARTICLE X

The registered office of the corporation shall be: 25 2ND. ST. N. SUITE 200

ST PETERSBURG FL 33701

and the Registered Agent for services of process shall be: JOAN M. FRYER

### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, or all the directors and all the stockholders sign a written statement manifesting their intention that amendement of these Articles of Incorporation be made.

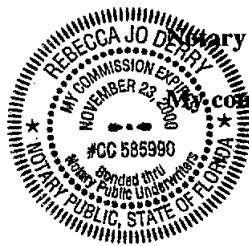
In witness whereof, the undersigned has hereunto set his seal this 19 day of MARCH, in the year 1998.

Signed: Michael A. Fryer

STATE OF FLORIDA  
COUNTY OF PINELLAS

I hereby certify that before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared: MICHAEL A. FRYER and HE acknowledged before me the foregoing Articles of Incorporation as HIS free act and deed, and the uses and purposes therein mentioned.

In witness whereof, I have hereunto set my hand and seal at ST. PETERSBURG, Pinellas County, Florida, this 23RD day of MARCH, 1998.



Notary Public: Rebecca Jo Derry  
commission expires: 11-23-2000

Having been named to accept service of process for the above stated corporation, at the place designated on this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties.

Signed: Michael A. Fryer

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