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REPLY TO: Boca Raton

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DAVID J. PASCUZZI
EDWARD S. HAMMEL
GARY W. KOVACS

June 9, 1998

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Fresh Bites, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and our firm's check number 38152 in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced profit professional corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed Federal Express package.

Very truly yours,

Cindy M. Williams
Cindy M. Williams
Paralegal

CMW/rw

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
FOR
FRESH BITES, INC.

The undersigned, for the purpose of forming a Florida professional corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the professional corporation shall be:

Fresh Bites, Inc.

ARTICLE II. PRINCIPAL OFFICE

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

11770 S.E. Federal Highway
Hobe Sound, Florida 33455

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this professional corporation is authorized to have outstanding at one time is:

100 Shares Of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Gordon A. Dieterle, Esquire
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE V. TERM OF EXISTENCE

This professional corporation is to exist perpetually.

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ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Gordon A. Dieterle, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the professional corporation shall be managed by, the Board of Directors. This professional corporation shall have one (1) director, initially. The name and address of the initial member of the Board of Directors is:

Jonathan Knoblauch
184 Southeast Klee Circle
Port St. Lucie, Florida 34953-5416

ARTICLE VIII. OFFICERS

This professional corporation shall have two (2) officers, initially. The name, address and position of the initial officers are:

President & Treasurer

Jonathan Knoblauch
184 Southeast Klee Circle
Port St. Lucie, Florida 34953-5416


Vice President & Secretary

Connie Knoblauch
184 Southeast Klee Circle
Port St. Lucie, Florida 34953-5416

ARTICLE IX. NATURE OF BUSINESS

This professional corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this 9th day of June, 1998.



Gordon A. Dieterle, Incorporator

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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the professional corporation, Fresh Bites, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Gordon A. Dieterle, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated professional 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 the provisions 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.

Dated: June 9, 1998.



Gordon A. Dieterle, Esquire

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