

P98000055419



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 863385 4802897

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1998

ORDER TIME : 9:24 AM

ORDER NO. : 863385-005

CUSTOMER NO: 4802897

CUSTOMER: Michael J. Keane, Esq
GARFUNKEL WILD & TRAVIS

5th Floor
111 Great Neck Road
Great Neck, NY 11021

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DOMESTIC FILING

NAME: BDM CULINARY ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 10:50

98 JUN 22 AM 9:53
DIVISION OF CORPORATIONS
JUN 22 1998

ARTICLES OF INCORPORATION

OF

BDM CULINARY ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is BDM Culinary Enterprises, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 6500 Sunset Way, #206-A, St. Petersburg, Florida 33706.

The mailing address, wherever located, of the Corporation is 6500 Sunset Way, #206-A, St. Petersburg, Florida 33706.

THIRD: The number of shares that the corporation is authorized to issue is 200, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Brian Lewis, 6500 Sunset Way, #206-A, St. Petersburg, Florida 33706.

as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be

The name of the initial registered agent of the corporation at the said registered office is Brian Lewis, 6500 Sunset Way, #206-A, St. Petersburg, Florida 33706.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

Michael J. Keane
7 Dolphin Lane
West Islip, New York 11795

SIXTH: The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, includes the following:

To engage in the sale, manufacture, production, distribution of food and beverage products, and conduct all lawful activities related thereto. To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail,

acquired, held or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining to thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

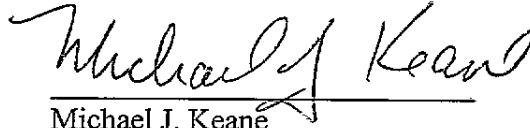
SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, office, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar

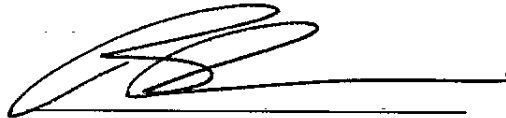
reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 17, 1998


Michael J. Keane
Incorporator

Having been named as registered agent and to accept service of process of the above-named corporation at the place designated in these Articles of Incorporation, 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.

Signed on 5/19, 1998


Brian Lewis
Registered Agent

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