

Barry E. Hughes

TELEPHONE  
(904) 788-9667

ATTORNEY-AT-LAW  
2001 SOUTH RIDGEWOOD AVENUE  
SOUTH DAYTONA, FLORIDA 32119

FACSIMILE  
(904) 322-2564

P98000055559

June 16, 1998

Corporate Records Bureau  
Division of Corporation  
Department of State  
Post Office Box 5327  
Tallahassee, Florida 32301

200002565342--7  
-06/19/98--01051--013  
\*\*\*122.50 \*\*\*122.50

Re: COOKING SMART, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Article of Incorporation of COOKING SMART, INC., to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles.

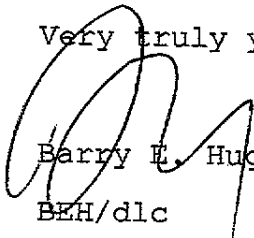
Also, enclosed is a check in the amount of \$122.50 to cover the following fees:

Filing Fee:	\$35.00
Certified Fee:	52.50
Registered Agent Fee	35.00

TOTAL	<u>\$122.50</u>
-------	-----------------

Thank you for your cooperation and prompt attention to this matter. Should you have any further questions, then please do not hesitate to contact this office.

Very truly yours,

  
Barry E. Hughes  
BEH/dlc

Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 PM 1:32

RP  
06-19-98

**ARTICLES OF INCORPORATION**

**OF**

**COOKING SMART, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 PM 1:32

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation is COOKING SMART, INC., with its principal office located at 2904 River Point Drive, Daytona Beach, Florida, 32118.

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business to be transacted by this corporation is as follows:

- (a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.
- (b). To author, compose, print, and publish all books, videos, and computer programs dealing in culinary arts and recipes.
- (c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.
- (d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.
- (e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.
- (f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.
- (g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any

of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

#### **ARTICLE IV**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

#### **ARTICLE V**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### **ARTICLE VI**

The mailing address of the principal office of this corporation is 2904 River Point Drive, Daytona Beach, Florida, 32118, and the name of the registered agent of this corporation is Tom Petropoulos, whose address is 2904 River Point Drive, Daytona Beach, Florida, 32118.

**ARTICLE VII**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Tom Petropoulos	2904 River Point Drive Daytona Beach, FL 32118

**ARTICLE VIII**

The name and address of the incorporator is:

Tom Petropoulos	2904 River Point Drive Daytona Beach, FL 32118
-----------------	---------------------------------------------------

**ARTICLE IX**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

**ARTICLE X**

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 vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI**

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XII**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XIII**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of June 1998.

Tom Petropoulos  
TOM PETROPOULOS

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared TOM PETROPOULOS known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 16th day of June 1998.

Debra L. Clark  
Notary Public,

My Commission Expires



DEBRA L. CLARK  
My Commission CC443573  
Expires Mar. 06, 1999  
Bonded by HAI  
800-422-1555

Pursuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for Cooking Smart, Inc., with an office at 2904 River Point Drive, Daytona Beach, Florida, 32118 therefore to act as Registered Agent in accordance with the provisions of the said Statute.

Thomas Petropoulos  
TOM PETROPOULOS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 PM 1:32