

P98000095036

November 2, 1998

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

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-11/09/98--01042--012
*****78.75 *****78.75

RE: Articles of Incorporation and Designations of Registered Agent/Office for:
DinnerForTwo.com, Inc.

Dear Sir or Madam:

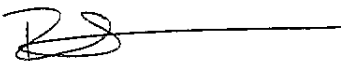
Enclosed, please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent/Registered Office for the above named corporation along with a check in the amount of \$78.75 to cover the filing fee of \$35.00, the registered agent designation fee of \$35.00 and \$8.75 for a certified copy.

Please process this request at your earliest opportunity and forward the Certificate of Incorporation to me at:

592 Masalo Place
Lake Mary, FL 32746

Thank you for your attention to this matter.

Sincerely,



Randall A. Lambright

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

DinnerForTwo.com, Inc.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: DinnerForTwo.com , Inc.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be:

592 Masalo Place
Lake Mary, FL 32746

and the name of the initial Registered Agent for the corporation
at that address is:

Randall A. Lambright

ARTICLE V - DURATION

This corporation shall exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE VI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII - EXISTENCE

These Articles of Incorporation shall become effective upon filing with the Secretary of State.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of 3 director(s). The initial Board of Directors shall consist of:

Randall A. Lambright
592 Masalo Place
Lake Mary, FL 32746

Lisa F. Osborne
1122 East Pike Street, #1265
Seattle, WA 98122

George J. Butler
592 Masalo Place
Lake Mary, FL 32746

ARTICLE IX - INCORPORATOR

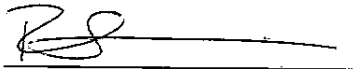
The names and addresses of the incorporators are:

Randall A. Lambright
592 Masalo Place
Lake Mary, FL 32746

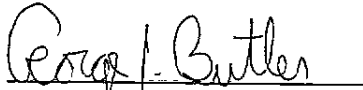
Lisa F. Osborne
1122 East Pike Street, #1265
Seattle, WA 98122

George J. Butler
592 Masalo Place
Lake Mary, FL 32746


IN WITNESS of the foregoing, we have here unto set our hands and seals, and authorized to be filed in the office of the Secretary of State of the State of Florida, the foregoing articles of incorporation, on this 3rd day of November, 1998.



Randall A. Lambright



George J. Butler



Lisa F. Osborne

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

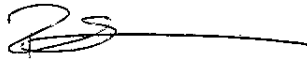
The following is submitted in compliance with the laws of the State of Florida.

DinnerForTwo.com, Inc., a corporation organizing under the laws of the State of Florida, appoints Randall Lambright as its Agent to accept service of process within this State at the following address: 592 Masalo Place, Lake Mary, FL 32746

ACCEPTANCE:

Having been named as registered agent and charged with accepting service of process for the above stated corporation at the place designated in the 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. I am familiar with and accept the obligations of my position as registered agent.

Registered Agent:



Randall A. Lambright

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