

P98000095552

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Culinary Creations, Inc.

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-11/04/98--01029--006
*****78.75 *****78.75

EFFECTIVE DATE

RECEIVED

98 NOV -4 AM 10:32

DIVISION OF CORPORATION

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File
LTD Partnership File
Foreign Corp. File
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier

98 NOV 12 PM 2:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

W98-25024

OB
11-4-98
7



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32302

SUBJECT: CULINARY CREATIONS, INC.
Ref. Number: W98000025024

We have received your document for CULINARY CREATIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 998A00053789

Corrected

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ARTICLES OF INCORPORATION OF

CULINARY CREATIONS, INC.

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A FLORIDA CORPORATION

ARTICLE I - NAME

The name of this corporation is **CULINARY CREATIONS, INC.**

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The purpose and general nature of the business to be conducted and created by this corporation is :

1. Operate, own, sell, restaurant, food catering, tavern, bar and food services businesses.
2. To invest in or engage in any business requiring the owner to own and hold licenses, permits or franchises in connection therewith, and to own and hold same.
3. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation of this State, or any other state or government, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
4. To purchase, hold, sell and transfer shares of its own capital stock, provided that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor be counted as outstanding for the purpose of any stockholder's quorum or vote.
5. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real property in this state, and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia and in foreign countries.
6. In any matter to acquire, utilize and to dispose of patents, copyrights, and trademarks, licenses and franchises and any rights of interest therein and thereunder.
7. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or

cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

8. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary to, or incidental to, the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation, or any amendment thereof.

9. To do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and, which now are, or may be hereafter, authorized by law, and generally, and in addition to the foregoing, to have all the powers and privileges incidental to, or now or hereafter, conferred by law upon a corporation for profit in the State of Florida for the purpose of transacting any or all lawful business.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation, and each power and object shall be construed as if named separately and alone, and shall not be limited in any way because of the naming of any other power or object.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any one time is Three Thousand (3,000.00) shares of common stock, having nominal par value of One (\$1.00) Dollar, per share.

ARTICLE IV - TERM OR EXISTENCE

The corporate existence of this Corporation shall begin when these Articles of Incorporation have been filed and approved by the Secretary of State. This Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is CULINARY CREATIONS, INC., 7317 Shepherd Street, Sarasota, Florida 34243, and whose mailing address is 7317 Shepherd Street, Sarasota, Florida 34243. The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to establish branch offices and other place of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors from time to time.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTOR

The name and street address of the initial directors are:

JOANNE E. MARTIN
2103 29th Avenue West
Bradenton, Florida 34205

THOMAS E. SPOTTS
6290 N. Lockwood Ridge Rd.
Sarasota, Florida 34243

KENNETH L. BARRICK
7317 Shepherd Street
Sarasota, Florida 34243

Said directors shall hold office for the first year of the existence of the Corporation or until their successors are duly elected and have qualified.

ARTICLE VIII - INTIAL OFFICERS

The name and street address of the initial officers of this Corporation are:

JOANNE E. MARTIN, President
2103 29th Avenue West
Bradenton, Florida 34205

THOMAS E. SPOTTS, Vice President
6290 N. Lockwood Ridge Road
Sarasota, Florida 34243

KENNETH L. BARRICK, Vice President
7317 Shepherd Street
Sarasota, Florida 34243

REBECCA L. BARRICK, Secretary/Treasurer
7317 Shepherd Street
Sarasota, Florida 34243

Said officers shall hold office for the first year of existence of the Corporation, or until their successors are duly elected and have qualified.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

JOANNE E. MARTIN
2103 29th Avenue West
Bradenton, Florida 34205

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person in the amount set after his name:

JOANNE E. MARTIN	200 Shares
THOMAS E. SPOTTS	200 Shares
KENNETH L. BARRICK	200 Shares

The stockholders, by written agreement may restrict the transfer or resale of shares of corporation stock.

ARTICLE XI - INTIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7317 Shepherd Street, Sarasota, Florida 34243, and the name of the initial registered agent of this Corporation at that address is JOANNE E. MARTIN

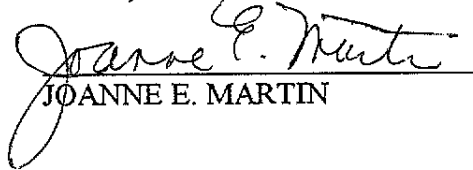
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

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

Subscribed this the 21 day of October, 1998.

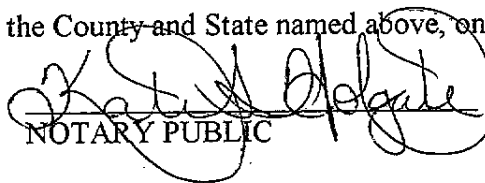

JOANNE E. MARTIN

STATE OF FLORIDA

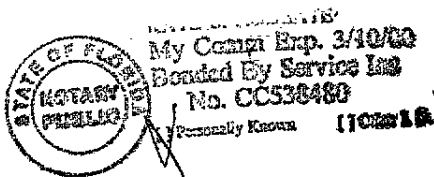
COUNTY OF MANATEE

Before me, this day personally appeared JOANNE E. MARTIN, to me personally known to be the person described in the above Articles of Incorporation of CULINARY CREATIONS, INC., as subscriber, ~~or who has produced~~ _____ as identification and acknowledged before me that she executed and subscribed to said Articles of Incorporation, and did not take an oath.

21 Witness my hand and official seal in the County and State named above, on this the day of October, 1998.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CULINARY CREATIONS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED JOANNE E. MARTIN, LOCATED AT 7317 Shepherd Street, Sarasota, Florida 34243, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE Joanne E. Martin
TITLE : President
DATE: 10-21-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Joanne E. Martin
DATE: 10/21-98

CorpDsk/CULINARY CREATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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