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WOLFE, YOUNG, O'BAKER & COMPANY Accountants & Tax Consultants

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December 1, 1998

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

Re: Susie's Culinary Secrets, Inc.

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please return all correspondence concerning this matter to the following:

Clyde E. O'Baker
Wolfe, Young, O'Baker & Company
101 Sunnyside Road, Suite 200
Casselberry, Florida 32707

Should you have any questions, please do not hesitate to call this office at 407-339-9000.

Very truly yours,
Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WFO

**ARTICLES OF INCORPORATION
OF
SUSIE'S CULINARY SECRETS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is: **Susie's Culinary Secrets, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

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 the issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office of this corporation is: 1435 Howell Branch Road, Suite C, Winter Park, Florida 32789. The name of the initial registered agent of this corporation at that address is: Amanda S. Lane

Article VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Susan P. Godsey, 1789 Via Palermo, Winter Park, Florida 32789 and Amanda S. Lane, P.O. Box 1613, Winter Park, Florida 32790.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Amanda S. Lane, 1435 Howell Branch Road, Suite C, Winter Park, Florida 32789.

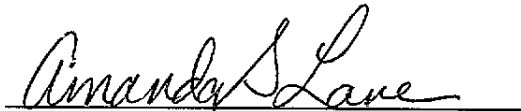
Article IX - Initial Officer

The names and addresses of initial officers shall be: Susan P. Godsey, 1789 Via Palermo, Winter Park, Florida 32789 - President and Amanda S. Lane, P.O. Box 1613, Winter Park, Florida 32790 - Secretary/Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 19 day of NOVEMBER A.D., 1998.

A handwritten signature in cursive script that reads "Amanda S. Lane". The signature is written in dark ink and is positioned above a horizontal line.

Amanda S. Lane - Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Amanda S. Lane**, well-known to me, who deposes and states that she is the person named in the above and foregoing "Articles of Incorporation", that she has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

Amanda S. Lane

Amanda S. Lane

Form of I.D. FL DRIVERS License

I.D. # L 500 017 74 970-0

Expiration 12/30/02

SWORN and SUBSCRIBED to before me this 19th day of NOVEMBER, A.D., 1998.

Shelley W Buell

Notary Public, State of Florida

AT LARGE

My Commission Expires:

(N.P. Seal)



SHELLEY W BUELL
My Commission CC556557
Expires May. 22, 2000

State of Florida
Department of State

FILED

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF SECRETARY OF STATE
DOMICILE FOR THE SERVICE OF PROCESS WITHIN TALLAHASSEE, FLORIDA
THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with Section
48.091, Florida Statutes.

Susie's Culinary Secrets, Inc., a corporation organized under the laws of the
State of Florida, with its principal office at: 1435 Howell Branch Road, Suite
C, Winter Park, Florida 32789, has named **Amanda S. Lane**, at that address,
as its Agent to accept service of process within this State.

Susie's Culinary Secrets, Inc.

BY: Amanda S. Lane
Amanda S. Lane
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place 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.

Amanda S. Lane
Amanda S. Lane
Registered Agent