

KASS HODGES, P.A.

Sarasota - Tampa
SOUTHTRUST BANK PLAZA
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SARASOTA, FLORIDA 34236
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Thomas L. Avrutis
Stephen A. Bennett
Denis A. Cohrs
Robert M. Coplen
John M. "Jack" Hodges
Michael Kass
Richard A. Melve
Jeffrey J. Monahan
Andrew L. Patten

Robert M. Pretschner
Thomas K. Sciarrino Jr.
James M. Shuler
Larry E. Solomon
Neil C. Spector
Ronald H. Teybus
IN REPLY ADDRESS FIRM AT
P.O. Box 4137
SARASOTA, FL 34230

P98000106599

December 18, 1998

Florida Department of State
Division of Corporations
P.O. Box 5327
Tallahassee, Florida 32314

200002717602--1
-12/21/98--01076--012
*****78.75 *****78.75

Re: **International Cookery, Inc.**
Articles of Incorporation

Gentlemen:

Enclosed are an original and duplicate original of the Articles of Incorporation for the above corporation. Please file these Articles of Incorporation and return a certified copy to our office.

Also enclosed is our check in the amount of \$78.75 constituting the filing fee and certified copy charge.

Please do not hesitate to contact this office should you have any questions.

Sincerely,

John M. Hodges

John M. Hodges
Extension No. 201

JMH/pz
enclosures

Dme
12/23/98

FILED
98 DEC 21 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL COOKERY, INC.**

FILED
98 DEC 21 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is International Cookery, Inc..

**ARTICLE II
TERM OF EXISTENCE**

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

**ARTICLE IV
POWERS**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (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 other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or 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 any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.

(g) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) 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.

(i) 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 and invested.

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

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

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

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Principal Office and Mailing Address

The principal office address of this Corporation shall be:

4711 Hidden Forrest Lane
Sarasota, Florida 34235

and the mailing address shall be:

4711 Hidden Forrest Lane
Sarasota, Florida 34235

ARTICLE VI
Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of common stock.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is:

4711 Hidden Forrest Lane
Sarasota, Florida 34235

and the name of the initial Registered Agent of this Corporation at that address is:

Paul R. Mattison
4711 Hidden Forrest Lane
Sarasota, Florida 34235

ARTICLE VIII
Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) Directors and no more than five (5) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until her successors are duly elected and

qualified are:

Paul R. Mattison
4711 Hidden Forrest Lane
Sarasota, Florida 34235

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

Paul R. Mattison
4711 Hidden Forrest Lane
Sarasota, Florida 34235

ARTICLE X
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
Indemnification

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

ARTICLE XII
Removal of Directors

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 11th day of Dec, 1998.

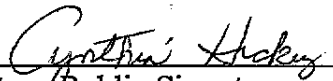


Paul R. Mattison

STATE OF FLORIDA)

COUNTY OF)

The foregoing instrument was acknowledged before me this 11th day of DECEMBER, 1998 by PAUL R. MATTISON who are personally known to me or who has produced _____ as identification.



Notary Public Signature

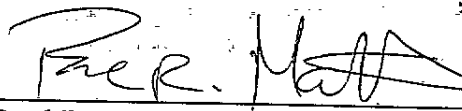
Printed Name CYNTHIA HICKEY

My Commission Expires: 5-6-02



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.


Paul R. Mattison

FILED
98 DEC 21 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RMP/pz
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