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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Subject: Incorporation of **Edwards's Gourmet, Inc.**
Please Incorporate in January, 1999

Date: December 28, 1998

Enclosed is an original and one (1) copy of the articles of incorporation for Edward's Gourmet, Inc. and a check for \$70.00 for filings fees. Please return one stamped copy of the articles to the following:

Sandra Kritch
First American Financial Services, Inc.
26340 US 19 N
Clearwater, Florida 33716
727- 726-5529

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is Edward's Gourmet, Inc.

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

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ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the Corporation is 2679
Spyglass Drive Clearwater, Florida 33761
and the name of the initial Registered Agent at such address is Edward W. Philipp.

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

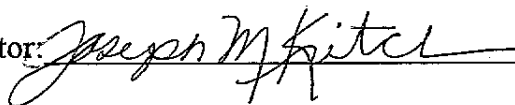
ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M.. Kritch
First American Financial Services, Inc
26340 US 19 N
Clearwater, Florida 33761

Incorporator:



Date: 12-28-98

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that Edward's Gourmet, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business at 2679 Spyglass Drive Clearwater, Florida 33761 named Edward W. Philipp located at 2679 Spyglass Drive Clearwater, Florida 33761 its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 28th day of December, 1998



Registered Agent

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