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March 16, 1999

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Battaglio's Kitchen, Inc.  
Articles of Incorporation

800002810428-1  
-03/18/99--01053--020  
\*\*\*\*122.50 \*\*\*\*\*78.75

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation of Battaglio's Kitchen, Inc. I am enclosing a personal check from Louis Battaglio in the amount of \$122.50, representing:

Filing Fee.....	\$35.00
Certificate designating registered agent.....	\$35.00
Certified Copy of Articles of Incorporation.....	\$52.00
Total Fee.....	\$122.50

Please forward a certified copy of the Articles of Incorporation to my attention at your earliest convenience. Than you for your prompt attention to this matter.

Sincerely,

COLODNY, FASS & TALENFELD, P.A.

Stuart B. Yanofsky

DMC  
3/24/99

SBY/

Enclosures:

Original Articles of Incorporation  
Battaglio check no. 578

FILED  
99 MAR 18 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
BATTAGLIO'S KITCHEN, INC.

99 MAR 18 AM 10:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be: BATTAGLIO'S KITCHEN, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation is the preparation and distribution of food products. Further, the corporation reserves for itself the right to do any of the following:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other

obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (h) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share

option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To do any act authorized by law.

#### ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at no par value.

#### ARTICLE IV

The street address of the principal office of this corporation 6709 Stardust, North Lauderdale, Florida 33068.

#### ARTICLE V

The initial street address of the Corporation's registered office is 6709 Stardust, North Lauderdale, Florida 33068. The initial registered agent for the Corporation at that address is Louis F. Battaglio.

#### ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Louis F. Battaglio	6709 Stardust North Lauderdale, Florida 33068
Sophia Battaglio	6709 Stardust North Lauderdale, Florida 33068

Claudia Bugayong

6709 Stardust  
North Lauderdale, Florida 33068

Angelito Bugayong

6709 Stardust  
North Lauderdale, Florida 33068

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That Battaglio's Kitchen, Inc., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 6709 Stardust, North Lauderdale, Florida 33068, has named Louis F. Battaglio as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Louis F. Battaglio, Resident Agent

ARTICLE VIII

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Louis F. Battaglio	6709 Stardust North Lauderdale, Florida 33068	30
Sophia Battaglio	6709 Stardust North Lauderdale, Florida 33068	30

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Claudia Bugayong	6709 Stardust	20
	North Lauderdale, Florida 33068	
Angelito Bugayong	6709 Stardust	20
	North Lauderdale, Florida 33068	

ARTICLE IX

The 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 Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 22 day of February, 1999.

Louis F. Battaglio  
Louis F. Battaglio

Sophia Battaglio  
Sophia Battaglio

Claudia Bugayong  
Claudia Bugayong

Angelito Bugayong  
Angelito Bugayong


STATE OF FLORIDA :  
COUNTY OF DORMAN : SS.

The foregoing instrument (Articles of Incorporation for Battaglio's Kitchen, Inc.) was acknowledged before me this 15th day of March, 1999, by Louis F. Battaglio, who is personally known to me or who have produced B 324-526-50-259-0 as identification.

My commission expires:

Louis F. Battaglio  
Signature of Acknowledger  
Louis F. BATTAGLIO  
Typed/Printed Name of Acknowledger  
DIRECTOR  
Title or Rank  
~~435-44-2~~  
Serial Number, if any

My commission expires:

 Stuart B Yanofsky  
My Commission CC803693  
Expires January 21, 2003

Stuart B Yanofsky  
Signature of Notary




STATE OF FLORIDA :  
COUNTY OF Broward : ss.

The foregoing instrument (Articles of Incorporation for Battaglio's Kitchen, Inc.) was acknowledged before me this 18 day of March, 1999, by Sophia Battaglio, who is personally known to me or who have produced B324-793-25-628-0 as identification.

My commission expires:

Sophia. Battaglio  
Signature of Acknowledger  
Sophia. Battaglio  
Typed/Printed Name of Acknowledger  
DIRECTOR - PRES.  
Title or Rank  
N-A  
Serial Number, if any

My commission expires:

 Stuart B Yanofsky  
My Commission CC803693  
Expires January 21, 2003

Stuart B Yanofsky  
Signature of Notary

STATE OF FLORIDA :  
COUNTY OF BROWARD : SS.

The foregoing instrument (Articles of Incorporation for Battaglio's Kitchen, Inc.) was acknowledged before me this 15th day of March, 1999, by Claudia Bugayong, who is personally known to me or who have produced B252-100-52-568-0 as identification.

My commission expires:

Claudia Bugayong  
Signature of Acknowledger


Claudia Bugayong  
Typed/Printed Name of Acknowledger

DIRECTOR - SEC.  
Title or Rank

N-A  
Serial Number, if any

My commission expires:

Stuart B Yanofsky  
Signature of Notary

 Stuart B Yanofsky  
My Commission CC803693  
Expires January 21, 2003

STATE OF FLORIDA :

COUNTY OF DORADO : SS.

The foregoing instrument (Articles of Incorporation for Battaglio's Kitchen, Inc.) was acknowledged before me this 15th day of March, 1999, by Angelito Bugayong, who is personally known to me or who have produced B252 00339367-0 as identification.

My commission expires:

[Signature]  
Signature of Acknowledger


Angelito Bugayong  
Typed/Printed Name of Acknowledger

DIRECTOR - U. PRES.  
Title or Rank

N-A  
Serial Number, if any

My commission expires:

[Signature]  
Signature of Notary

 Stuart B Yanofsky  
My Commission CC803693  
Expires January 21, 2003