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TRANSMITTAL LETTER

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

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-04/19/99-01081--008
*****70.00 *****70.00

SUBJECT: **J.C. DELICACIES, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of resident agent).

The check was sent on 4/16/99, check number 351 and is currently in your possession.

FROM: Joyce Ann Sanford, Co-Director
5060 Elmhurst Road, Unit D
West Palm Beach, FL 33417
&
Carlos T. Del Carpio, Co-Director
5060 Elmhurst Road, Unit D
West Palm Beach, FL 33417

FILED
99 APR 19 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411
Tel: 561-790-6788/790-4505

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4-20-99
17

ARTICLES OF INCORPORATION

OF

J.C. DELICACIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, for the purpose of forming a corporation under Florida law, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

J.C. DELICACIES, INC.

ARTICLE II: PURPOSE

J.C. DELICACIES, INC. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the purpose of providing food and beverage services.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be in Palm Beach County, Florida.

ARTICLE IV: MAILING ADDRESS

The mailing address of this corporation shall be:

900 Royal Palm Beach Boulevard
Royal Palm Beach, Florida 33411

ARTICLE V: SHARES

The maximum number of shares of stock that this for profit corporation is authorized to have outstanding at any one time shall be forty (40) shares with an initial par value of one hundred dollars (\$100.00) per share, all of which shall be common stock of the same class.

ARTICLE VI: OWNERSHIP OF SHARES

Both Joyce Ann Sanford and Carlos T. Del Carpio, acting as Co-Directors of J.C. DELICACIES, INC., shall each be issued fifteen (14) shares of common stock. The Balance, twelve (12) shares of common stock, will be held by J.C. DELICACIES, INC. (Corporation).

ARTICLE VII: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII: BOARD OF DIRECTORS/INCORPORATORS

The name and post office address of the first board of directors/incorporators, who subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Joyce Ann Sanford, Co-Director
5060 Elmhurst Road
Unit D
West Palm Beach, FL 33417

&

Carlos T. Del Carpio, Co-Director
5060 Elmhurst Road
Unit D
West Palm Beach, FL 33417

ARTICLE IX: MANAGEMENT/AFFILIATION

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of J.C. DELICACIES, INC.

(1) Such director(s)/shareholder(s) of J.C. DELICACIES, INC. shall from time to time create, readdress and amend by-laws for the corporation as the director(s)/shareholder(s) should see fit.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of J.C. DELICACIES, INC. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of J.C. DELICACIES, INC. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to

the stockholders.

ARTICLE X: DESIGNATION OF REGISTERED AGENT

The initial registered agent for J.C. DELICACIES, INC. shall be:

ELLIOT J. SOKOLOFF, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

ARTICLE XI: RESERVATION OF RIGHTS

The directors of J.C. DELICACIES, INC. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seal this 16th day of April, 1999, for the purpose of forming J.C. DELICACIES, INC. under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

Joyce Ann Sanford
Joyce Ann Sanford, Co-Director GA Lic # 064695387

Carlos T. Del Carpio
Carlos T. Del Carpio, Co-Director GA Lic # 064690116

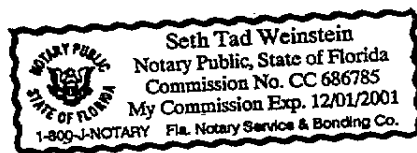
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Joyce Ann Sanford and Carlos T. Del Carpio, who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of April, 1999.

Seth T. Weinstein
NOTARY PUBLIC

My commission expires on:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

(1) The name of the corporation is:

J.C. DELICACIES, INC.

(2) The name and address of the registered agent and office is:

ELLIOT J. SOKOLOFF, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

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Having been named as registered agent and to accept service of process for above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ELLIOT J. SOKOLOFF, Registered Agent
For: J.C. DELICACIES, INC.

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411

Tel: 561-790-6788/790-4505