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LAW OFFICES OF
JEFF TOMBERG, J.D., P.A.
P.O. DRAWER EE
626 S.E. 4TH STREET
BOYNTON BEACH, FLORIDA 33435

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAY 17 PM 1:33

Jeff Tomberg
Board Certified Civil
Trial Lawyer

May 14, 1999

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of Counsel
Joseph Tomberg

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

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-05/18/99-01004-002
*****75.00 *****75.00

Re: ROSEMARIE'S KITCHEN, INC.

Gentlemen:

Enclosed is our check in the amount of \$75.00. Please file the attached corporation for ROSEMARIE'S KITCHEN, INC., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,

JeT/ah

JEFF TOMBERG

D. BROWN MAY 20 1999

ARTICLES OF INCORPORATION

of

ROSEMARIE'S KITCHEN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 PM 1:33

Article I -- Name

The name of this corporation is ROSEMARIE'S KITCHEN, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of operating a restaurant and/or sub shop, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 100 shares of common stock at ten (\$10.00) dollar par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- 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 VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 302 N.E. 4th St., Delray Beach, FL 33444. The name of the initial registered agent of this corporation at that address is ROSEMARIE SPADANUTA.

Article VIII -- Principal Place of Business

The initial principal place of business is 302 N.E. 4th St., Delray Beach, FL 33444. The mailing address is 302 N.E. 4th St., Delray Beach, FL 33444.

Article IX -- Initial Board of Directors

This corporation shall have two director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two.

The name and address of the initial directors of this corporation are as follows:

ROSEMARIE SPADANUTA
302 N.E. 4th St.
Delray Beach, FL 33444

LINDA CRAPARO
302 N.E. 4th St.
Delray Beach, FL 33444

Article X -- Incorporator

The names and addresses of the persons signing these articles are:

ROSEMARIE SPADANUTA
302 N.E. 4th St.
Delray Beach, FL 33444

LINDA CRAPARO
302 N.E. 4th St.
Delray Beach, FL 33444

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation this 14th day of May, 1999.

Rosemarie Spadanuta LS
ROSEMARIE SPADANUTA
Linda Craparo LS
LINDA CRAPARO

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly licensed to administer oaths and
take acknowledgements, personally appeared **ROSEMARIE SPADANUTA and LINDA
CRAPARO**, who

 is personally known to me

✓ produced FLD/L 5135-730-33-6620 as identification
FLD/L C616-532-48-841-0

who after being duly sworn, on oath depose and say that they have read the foregoing,
and the facts contained therein are true to the best of their knowledge.

SWORN TO and subscribed before me this 14th day of May, 1999.

Adele Holcomb

NOTARY PUBLIC, State of Florida
My Commission expires:



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

FILED
CLERK OF DISTRICT COURT
99 MAY 17 PM 1:33
DIVISION OF CLERICAL SERVICES

The following is submitted pursuant to F.S. 48.091.

ROSEMARIE'S KITCHEN, INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 302 N.E. 4th St., Delray Beach, FL 33444, has named ROSEMARIE SPADANUTA, located at 302 N.E. 4th St., Delray Beach, FL 33444, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Rosemarie Spadanuta LS
ROSEMARIE SPADANUTA