

(Make checks payable to Florida Department of State)

GARDNER, TEPPER & KOLLER

A Partnership of Professional Associations

Robert M. Gardner, P.A.

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Of Counsel

TRANSMITTAL LETTER

May 11, 1999

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-05/24/99--01116--011
*****78.75 *****78.75

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

Re: Corporate Formation
Amy's Entrees, Inc.

Dear Sir or Maam:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for:

_____ \$70.00
Filing Fee

_____ \$78.75
Filing Fee
& Certificate

 x \$78.75
Filing Fee
& Certified Copy

_____ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

Please provide the original and one copy of the articles to my attention at the address below.
Thank you for your assistance.

Very Truly Yours,


Robert Gardner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 24 PM 2:17

FILED

← T. SMITH MAY 27 1999

ARTICLES OF INCORPORATION
OF
AMY'S ENTREES, INC.

FILED
99 MAY 24 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I NAME

The name of the corporation shall be: AMY'S ENTREES

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1235 Ayrshire Street
Orlando, FL 32803

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Martin S. McKinney
1235 Ayrshire Street
Orlando, FL 32803

ARTICLE V INCORPORATOR

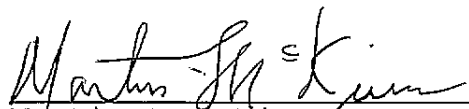
The name and street address of the incorporator to these Articles of Incorporation is:

Martin S. McKinney
1235 Ayrshire Street
Orlando, FL 32803

ARTICLE VI INDEMNIFICATION

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

The undersigned has executed these Articles of Incorporation this
12th day of
April 1991.



Martin S. McKinney, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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: AMY'S ENTREES, INC.

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

Martin S. McKinney
1235 Ayrshire Street
Orlando, FL 32803

Signature:

4/12/99



Date: _____

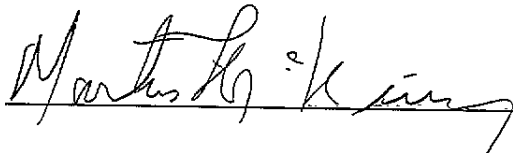
Martin S. McKinney, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED I

N
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY

WITH THE PROVISIONS 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.

Signature:



Date:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 24 PM 2:17

FILED

4/12/99
Martin S. McKinney