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Requestor's Name
100 S.E. 2nd Street #3400

Address
Miami, FL 33131

City State ZIP Phone
(305) 347 4020

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CORPORATION(S) NAME

Mad chef Productions, INC

FILED
 99 AUG 17 AM 11:12
 SECRETARY OF STATE
 TALAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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**ARTICLES OF INCORPORATION OF
MAD CHEF PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation being a natural person competent to contract, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: MAD CHEF PRODUCTIONS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

A. to engage in the production of a cooking show for radio and television broadcast and such other business as permitted under the laws of the State of Florida;

B. to invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the operation of the business;

C. to transact any lawful business for which corporations may be formed under the laws of the State of Florida.

ARTICLE III

A. This Corporation is to exist perpetually.

B. The corporate existence of this corporation shall commence on the date of filing hereof.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having no par value.

ARTICLE V

The name of the initial registered agent and the street address of the initial registered agent's office are as follows:

<u>Registered Agent</u>	<u>Address of Registered Agent's Office</u>
Mark C. Rutecki, Esq.	472 Water Street Celebration, Florida 34747

ARTICLE VI

The Corporation elects to have preemptive rights with respect to all issuances of shares including, but not limited to: (a) shares issued as compensation to directors, officers, agents or employees of the corporation or its subsidiaries or affiliates; (b) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employee of the corporation or its subsidiaries or affiliates; and (c) shares issued within six months from the effective date of incorporation.

ARTICLE VII

The name and post office address of the incorporator to these Articles of Incorporation shall be:

<u>Name</u>	<u>Address of Incorporator</u>
Jon Ashton	905 Jasmine Street Celebration, Florida 34747

ARTICLE VIII

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE IX

The Corporation shall have one director initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director.

ARTICLE X

The name and address of the first Director is:

<u>Name</u>	<u>Address of first Director</u>
Jon Ashton	905 Jasmine Street Celebration, Florida 34747

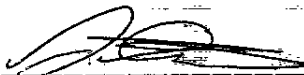
ARTICLE XI

The initial address of the principle office in this State of Florida and mailing address of the corporation is:

905 Jasmine Street
Celebration, Florida 34747

The Board of Directors may from time to time move this office to any other address in Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on this 9th day of August, 1999.



Jon Ashton, Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA:

BEFORE ME, the undersigned authority, personally appeared JON ASHTON, known to me to be the person of Incorporation and who

acknowledged before me that he subscribed to these Articles of Incorporation on this 9th day of August, 1999.

Season Rutecki



Season Rutecki
My Commission CC793162
Expires November 23, 2002

Notary Public, State of Florida

My Commission Expires: *Nov 24, 2002*

Personally Known Produced Identification

Type of Identification Produced: _____

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

Mad Chef Productions, Inc. desiring to organize under the laws of the State of Florida, with its corporate mailing address, as indicated in the Articles of Incorporation at City of Celebration, County of Osceola, State of Florida, has named as its Registered Agent to accept service of process in the State of Florida:

Mark C. Rutecki, Esq.
Rutecki & Rutecki, P.A.
Four Seven Two Water Street
Celebration, Florida 34747
(407)566-9503

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES

[Signature]

Mark C. Rutecki, Esq.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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