

**P99000073926**  
WILLIAM A. DICUS, P.A.  
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WILLIAM A. DICUS  
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STANLEY M. MILLER  
OF Counsel

(727) 733-3161

August 10, 1999

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-08/13/99--01029--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: CHEERSGIVEN CULINARY INTERNATIONAL, INC.

Dear Sir:

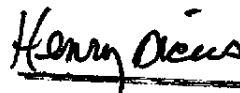
Enclosed please find original and one copy of Articles of Incorporation. I understand you will return the certified copy of the Articles of Incorporation to my office.

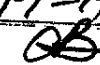
Also enclosed is check in the sum of \$78.75 to cover the following:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Resident Agent	
Designation	\$35.00
	<u>\$78.75</u>

Sincerely,


  
HENRY L. DICUS, ESQ.  
HLD:mrr



AUTHORIZATION BY PHONE TO  
CORRECT Art 9 P.S.T.O.  
DATE 8-19-99  
DOC. EXAM. 

99 AUG 13 AM 9:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

  
8-19-99

ARTICLES OF INCORPORATION

OF

CHEERSGIVEN CULINARY INTERNATIONAL, INC.

FILED  
99 AUG 13 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is CHEERSGIVEN CULINARY INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to engage in a take out food and catering business, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these article of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country. And further to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - CORPORATION PRINCIPAL OFFICE AND  
MAILING ADDRESS

The street address of the principal office of this corporation is 634 Edgewater Drive, Apt. 447, Dunedin, Florida 34698. The mailing address of the corporation is 7747 Greenbrook Drive, Greenbelt, MD 20770.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is 748 Broadway, Suite 201, Dunedin, Florida 34698, and the initial registered agent of the corporation at that address is Henry L. Dicus.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member(s) who shall serve initially as the same until such time as a successor or successors are elected. The number of Directors may be increased or decreased from time to time by the Bylaws.

The names and addresses of the person(s) who shall serve as initial directors until their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Helen D. Oberlander	7747 Greenbrook Dr. Greenbelt, MD 20770

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the corporation are: Helen D. Oberlander, 7747 Greenbrook Dr., Greenbelt, MD 20770.  
Pres. Sec. Trea.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these articles are: Helen D. Oberlander, 7747 Greenbrook Dr., Greenbelt, MD 20770.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Article of Incorporation on the date of signing.

Dated: August 7, 1999

Helen D. Oberlander  
Helen D. Oberlander, Incorporator

STATE OF md  
COUNTY OF Prince Georges

The foregoing instrument was acknowledged before me this 7th day of August, 1999, by Helen D. Oberlander who is personally known to me or who has produced md drivers license as identification and who did take an oath.

NOTARY PUBLIC:  
Sign: K. C. Laughlin  
Print: K. C. LAUGHLIN  
My commission expires:

K. C. LAUGHLIN  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires August 1, 2001


CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that CHEERSGIVEN CULINARY INTERNATIONAL, INC.

Desiring to organize or qualify under the laws of the State of Florida, has named HENRY L. DICUS, located at 748 Broadway, Suite 201, Dunedin, FL 34698, as its agent to accept service of process within Florida.

Dated: August 7, 1999

  
HELEN D. OBERLANDER  
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: August 10th 1999

  
HENRY L. DICUS  
Registered Agent

FILED  
99 AUG 13 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA