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August 10, 1999

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** BOARD CERTIFIED
REAL ESTATE LAWYER

*** BOARD CERTIFIED
CIVIL TRIAL LAWYER

ADDITIONAL JURISDICTIONS

* ADMITTED IN ILLINOIS

** ADMITTED IN U.S. VIRGIN ISLANDS

*** ADMITTED IN MICHIGAN

† ADMITTED IN WASHINGTON, D.C.

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Corporate Records Bureau
Division of Corporations
Secretary of State
PO Box 6327
Tallahassee, Florida 32301

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****125.00 *****78.75

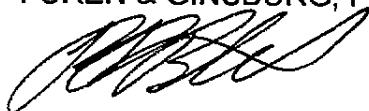
RE: Articles of Incorporation
SWEET DREAMS OF S.W. FLORIDA, INC.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for SWEET DREAMS OF FLORIDA, INC., along with a check in the amount of \$125.00. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

Paul Beitlich GAVE
AUTHORIZATION BY PHONE TO
CORRECT art I
DATE 8-20-99
DOC. EXAM BK

PDB/rl

enclosures

cc: Mr. Joseph G. Sandor

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FILED
99 AUG 16 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG 20 1999

ARTICLES OF INCORPORATION

OF

SWEET DREAMS OF S.W. FLORIDA, INC.

FILED
99 AUG 16 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

SWEET DREAMS OF S.W. FLORIDA, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, restaurant and food sales, food distribution, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4881 Wilde Pointe Drive, Sarasota, Florida 34233, and the name of the initial registered agent of this corporation is Joseph G. Sandor, whose address is 4881 Wilde Pointe Drive,

Sarasota, Florida 34233.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Joseph G. Sandor, President, Director
4881 Wilde Pointe Drive
Sarasota, Florida 34233

Joseph F. Camera, Vice President, Director
4881 Wilde Pointe Drive
Sarasota, Florida 34233

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Joseph G. Sandor, President
4881 Wilde Pointe Drive
Sarasota, Florida 34233

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:

4881 Wilde Pointe Drive
Sarasota, Florida 34233

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

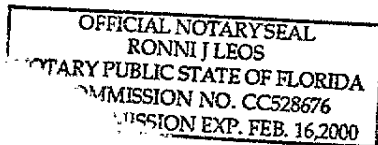
Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of August, 1999.

Joseph G. Sandor (SEAL)
JOSEPH G. SANDOR

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 10 day of August, 1999, by JOSEPH G. SANDOR, who is personally known to me or who has produced _____ as identification.




Ronni J. Leos
Notary Public
Printed Name: _____
Title or Rank: _____
Serial No. if any: _____

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

Pursuant to Section 607.034, Florida Statutes, SWEET DREAMS OF S.W.
FLORIDA, INC., desiring to organize under the laws of the State of
Florida, has named Joseph G. Sandor, located at 4881 Wilde Pointe
Drive, Sarasota, Florida 34233 as its agent to accept service of
process within this state.

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


JOSEPH G. SANDOR
(Registered Agent)

FILED
99 AUG 16 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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