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ACCOUNT NO. : 072100000032

REFERENCE : 364480 7142564

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 3, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 364480-005

CUSTOMER NO: 7142564

CUSTOMER: Jim Gibson, Esq
ROKNICH & GIBSON
ROKNICH & GIBSON
Suite 901
1800 Second Street
Sarasota, FL 34236

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-09/03/99--01069--008
*****70.00 *****70.00

DOMESTIC FILING

NAME: ~~FOODIES, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

2544
W99-20534

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 AM 10:08

RECEIVED
99 SEP -3 PM 12:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -3 AM 10:08

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 3, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FOODIES, INC.
Ref. Number: W99000020534

RESUBMIT

Please give original
submission date as file date.

We have received your document for FOODIES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 099A00044087

RECEIVED
SEP - 03 PM 4:05
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

SARASOTA FOODIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -3 AM 10:08

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: SARASOTA FOODIES, INC., a Florida Corporation.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing these Articles of Incorporation with the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

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

7106 Southgate Court, Sarasota, Florida 34243

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1800 Second Street, Suite 901, Sarasota, Florida 34236, and the registered agent at such office is James D. Gibson.

ARTICLE VII - DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Charles L. DeKranis	7106 Southgate Court Sarasota, Florida 34243
Linda Ellen DeKranis	7106 Southgate Court Sarasota, Florida 34243

ARTICLE VIII - AMENDMENT

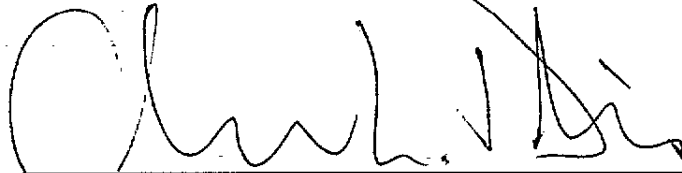
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Charles L. DeKranis	7106 Southgate Court Sarasota, Florida 34243


The undersigned has executed these Articles this 2 day of
September, 1999.



CHARLES L. DEKRANIS
INCORPORATOR

Having been named as Registered Agent and to accept service of
process for SARASOTA FOODIES, INC. at the place designated in the Articles.
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.

9-2-99
Date


JAMES D. GIBSON
Registered Agent

FILED
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DIVISION OF CORPORATIONS
99 SEP -3 AH10:08