

Charter Number Only

9/30/99
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VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

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Sheri Lee, Inc.

99 OCT -4 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED RECEIVED



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

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CERTIFIED COPY

ARTICLES OF INCORPORATION

OF

SHERRI LEE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

I. NAME

The name of the Corporation shall be: SHERRI LEE, INC.

II. REGISTERED OFFICE

The location and address of the corporation's initial principal office in this State is 3151 North Military Trail, West Palm Beach, Palm Beach County, Florida, 33409. The initial registered agent at the registered office is SHERRI ARBISI.

li. DURATION

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of the State, State of Florida and shall have perpetual existence.

III. PURPOSE

The purpose for which the corporation is organized shall be to engage in and transact any and all lawful business and carry on food preparation and service within the State of Florida, and to do those things that are necessary or proper in connection with that service.

IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Five hundred (500). Shares shall be of a single class "Common Stock", and shall have a par value of One Dollar (\$1.00) per share.

V. PRE-EMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation shall have the right to purchase his/her 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.

VI. INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3151 North Military Trail, West Palm Beach, Florida and the name of the initial registered agent of this Corporation at that address is **SHERRI ARBISI**.

VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors consists of two (2) members. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

The original Board of Directors shall consists of the following:

**SHERRI ARBISI, President,
Secretary-Treasurer**

**3151 North Military Trail
West Palm Beach, FL 33409**

**ANTHONY R. ARBISI
Vice President**

**184 Cordova Circle
Royal Palm Beach, FL 33411**

VIII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is **SHERRI ARBISI**, of 3151 North Military Trail, West Palm Beach, Florida 33409, the registered agent for the Corporation.

IX. INDEMNIFICATION

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

X. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, of the shareholders of the Corporation shall so elect; they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

XI. DIRECTORS' RESIDENCY AND COMPENSATION

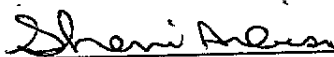
Directors' of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or by-laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or by-laws.

XII. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 23 day of September 1999.



SHERRI ARBISI
3151 North Military Trail
West Palm Beach, FL 33409
(561) 790-5454

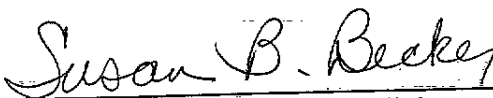
**STATE OF FLORIDA)
COUNTY OF PALM BEACH)**

I HEREBY CERTIFY that this 23 day of September, 1999, personally appeared before me, SHERRI ARBISI, and she acknowledged before me that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first written.



SUSAN B BECKER
My Commission CC530997
Expires Feb. 08, 2000



NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

2-8-2000

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

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**SHERRI LEE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT PALM BEACH COUNYT, STATE OF FLORIDA, HAS NAMED
SHERRI ARBISI, NORTH MILITARY TRAIL, WEST PALM BEACH, FLORIDA
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.**

SIGNATURE: Sherr Arbisi
SHERRI ARBISI
TITLE: Secretary
DATE: 9-23-99

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.**

SIGNATURE: Sherr Arbisi
SHERRI ARBISI
DATE: 9-23-99

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TALLAHASSEE FLORIDA