

**ARTICLES OF INCORPORATION OF
EZ MEALS, INC.**

The undersigned, acting as sole incorporator of a corporation for profit, under the General Corporation Law of Ohio, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be EZ Meals, Inc.

ARTICLE II. PRINCIPAL OFFICE

The business address of the corporation's principal office is 660 Brae Burn Road, City of Mansfield, County of Richland, State of Ohio 44907.

ARTICLE III. PURPOSES

The purpose or purposes for which the corporation is organized are:

- a) For the preparation, catering and retail sales of food, meals, and related items to the general public, groups and government agencies.
- b) For the leasing or rental of storage space and equipment.
- c) To engage in any business, related or unrelated to those described in clause (a) and (b) of this Article III, from time to time authorized or approved by the Board of Directors of this corporation or carry on any other trade or business which can, in the opinion of the Board of Directors of the company, be advantageously carried on in connection with or auxiliary to those described in clause (a) and (b) of this Article III, and to do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- d) To engage in any lawful act or activity authorized by Sections 1701.01 to Section 1701.98 of the Ohio Revised Code, as now written or may be written in the future, and to have and to exercise all rights and powers by law.

ARTICLE IV. AUTHORIZED SHARES

The number of shares which the corporation is authorized to have outstanding is seven hundred fifty (750) and each share shall be without par value and with full voting rights.

ARTICLE V. STATED CAPITAL

The amount of stated capital with which the corporation will begin business is \$1,000.00.

ARTICLE VI. REPURCHASE OF STOCK

The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

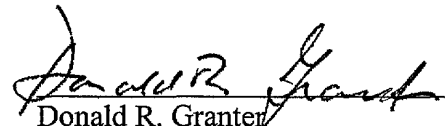
ARTICLE VII. DIRECTORS' AUTHORITY

The Board of Directors is hereby authorized to fix and determine and to vary, the amount of working capital of the corporation, to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part hereof, or such part of the stated capital of the corporation as is permitted under the provisions of Sec. 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereinafter enacted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

ARTICLE VIII. OHIO LAW PREVAILING

Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio, the undersigned, constituting the sole incorporator and stockholder of this corporation, has hereunto subscribed these Articles of Incorporation this 1st day of October, 1998.



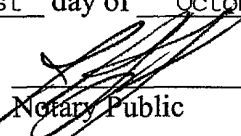
Donald R. Granter
660 Brae Burn Road
Mansfield, Ohio 44907
SSN: 042-26-4453

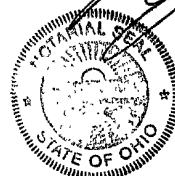
CERTIFICATE OF VERIFICATION

STATE OF OHIO)
RICHLAND COUNTY) ss

Personally appeared before me, a Notary Public in and for said County, the above named Donald R. Granter who acknowledged the signing of the foregoing Articles of Incorporation to be his free act and deed, for the uses and purposes therein specified.

Witness my hand and official seal on the 1st day of October, 1998.

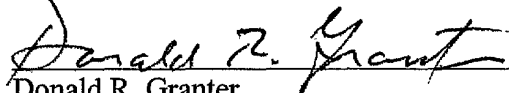

Notary Public



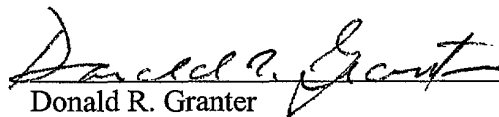
JON P. SCHAEFER, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole incorporator and shareholder, does hereby appoint and designate Donald R. Granter, a natural person who is a resident of Richland County, Ohio, the County in this State in which the principal office of the corporation is located, as agent whom process, notice or demand required by statute to be served upon the corporation may be served. His complete address is 660 Brae Burn Road, Mansfield, Ohio 44907.


Donald R. Granter
660 Brae Burn Road
Mansfield, Ohio 44907

I hereby accept appointment and designation as agent of EZ Meals, Inc. upon whom any process, notice or demand may be served.


Donald R. Granter

JON P. SCHAEFER

ATTORNEY-AT-LAW

14 CHURCH STREET

SHELBY, OHIO 44875

TELEPHONE/FAX: 419-347-6565

December 8, 1998

Mr. Bob Taft
Secretary of State of Ohio
Rhodes Office Tower
30 East Broad Street, 14th Floor
Columbus, OH 43266-0418

Re: Articles of Incorporation for
EZ Meals, Inc.

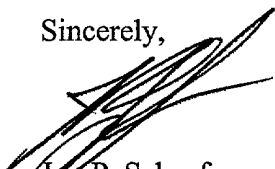
Dear Mr. Taft:

I am enclosing herewith the original Articles of Incorporation of EZ Meals, Inc., as well as the Appointment of Statutory Agent.

I have also enclosed herewith my client's Check No. 1308 made payable to you in the amount of \$85.00 for filing fees.

Once the documents have been recorded please return them to me. Should you have any questions please contact me.

Sincerely,



Jon P. Schaefer
JPS/lis

Enclosures

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	1/19/1999	199835002963	ARF DOMESTIC ARTICLES/FOR PROFIT	85.00	0.00	0.00	0.00	0.00
			TOTAL	85.00	0.00	0.00	0.00	0.00

Return To:
JON P. SCHAEFER
14 CHURCH ST
ATTN J P SCHAEFER
SHELBY, OH 44875-0000

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

1054249

It is hereby certified that the Secretary of State of Ohio has custody of the business records for EZ MEALS, INC. and that said business records show the filing and recording of:

Document(s)
DOMESTIC ARTICLES/FOR PROFIT

Document No(s):
199835002963

United States of America
State of Ohio
Office of the Secretary of State



Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 11th day of
December, A.D. 1998

J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State