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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.
CLEARWATER MALL RESTAURANT, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
CLEARWATER MALL RESTAURANT, INC.

Article II. Address

The Corporation's mailing address is:
CLEARWATER MALL RESTAURANT, INC.
C/O Joel Crystal / New Plan Excel Realty Trust
1120 Avenue of the Americas/ 12th Floor
New York Ny 10036

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jeffrey R. Sonn
South Trust Tower, Suite 620
One East Broward Blvd.
Ft. Lauderdale FL 33301

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Joel Crystal
Dan Dornfeld

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jeffrey R. Sonn | FL Bar Member
Sonn & Associates P.A.
South Trust Tower, Suite 620
One East Broward Blvd.
Ft. Lauderdale FL 33301
954-763-4700

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

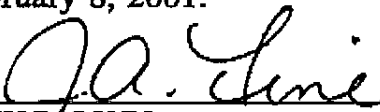
The name and address of the incorporator is:

Jeffrey R. Sonn
Sonn & Associates P.A.
South Trust Tower, Suite 620
One East Broward Blvd.
Ft. Lauderdale FL 33301

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 8, 2001.

The undersigned incorporator executed these Articles of Incorporation on February 8, 2001.



JEFFREY R. SONN
by J.A. Fine as attorney-in-fact

Jeffrey R. Sonn | FL Bar Member
Sonn & Associates P.A.
South Trust Tower, Suite 620
One East Broward Blvd.
Ft. Lauderdale FL 33301
954-763-4700

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
CLEARWATER MALL RESTAURANT, INC.

REGISTERED AGENT/OFFICE:
Jeffrey R. Sonn
South Trust Tower, Suite 620
One East Broward Blvd.
Ft. Lauderdale FL 33301

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JEFFREY R. SONN
by J.A. Fine as attorney-in-fact

Date: February 8, 2001

Jeffrey R. Sonn | FL Bar Member
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