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March 13, 2001

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-03/14/01--01081--006
*****78.75 *****78.75

Re: 2Girlz, Inc.

Sir/Madam:

We are enclosing the Articles of Incorporation for the above referenced corporation together with our check in the amount of \$78.75 representing filing fees for same.

In the event you have any questions regarding the enclosures, please do not hesitate to contact our office.

Sincerely yours,



Charles H. Burns

CHB/mlz

Enclosures (2)

FILED
01 MAR 14 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 19 2001

ARTICLES OF INCORPORATION

OF

2Girlz, Inc.

FILED

01 MAR 14 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

2Girlz, Inc.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect and phase of food service and restaurant business and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND (1000). Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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

ARTICLE SIX

The name of the initial registered agent of this corporation is Catherine Murphy Scilabro.

The address of the initial registered office of this corporation is 354 Mars Avenue, Tequesta, Florida 33469.

The principal office of the corporation is the same as registered office.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors is as follows:

Catherine Murphy Scilabro, 354 Mars Avenue, Tequesta, Florida 33469
Jane Ellis, 5600 North Flagler Drive, #1503, West Palm Beach, Florida 33407

ARTICLE EIGHT

The name and address of the incorporators are as follows:

Catherine Murphy Scilabro
354 Mars Avenue
Tequesta, Florida 33469

Jane Ellis
5600 North Flagler Drive, #1503
West Palm Beach, Florida 33407

ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.


ARTICLE TEN


The affirmative vote of two-thirds of the shares of this corporation, represented at

a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN


This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgements, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.


Catherine Murphy Scilabro

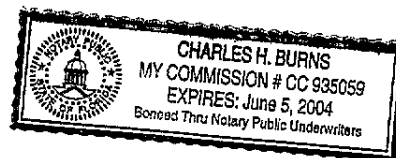

Jane Ellis

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 12TH day of March, 2001 by Catherine Murphy Scilabro and Jane Ellis, in the County and State set forth above, and they are personally known to me or produced _____ as identification and did/did not take an oath.


Notary Signature

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, my address of which is 354 Mars Avenue, Tequesta, Florida 33469. I hereby accept the foregoing designation of Registered Agent for 2Girlz, Inc.

Dated at Jupiter, Palm Beach County, Florida on this 12 day of March, 2001.


Catherine Murphy Scilabre