

P01000047846

Shirley Williams

11692 Southwest 81st Road

Miami, Florida 33156

May 7, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200004162782--7
-05/08/01--01105--001
***122.50 ***122.50

RE: Blue Moon Café & Coffee Shop, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 to cover the filing fees for same.

Please proceed to file the enclosed Articles of Incorporation. If you have any questions, please contact me at (305) 378-0542.

Sincerely,



Shirley Williams
11692 Southwest 81st Road
Miami, FL 33156
(305) 378-0542

FILED
2001 MAY -8 PM 12:53
STATE OF FLORIDA
TALLAHASSEE

1/5/01

FILED

2001 MAY -8 PM 12:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

BLUE MOON CAFE & COFFEE SHOP, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is BLUE MOON CAFE & COFFEE SHOP, INC.

ARTICLE II

The mailing address of the corporation is:

907 NE 199th Street
Suite 105
North Miami Beach, FL 33179

The business address of the corporation is:

43431 Woolbright Road
Bay 20
Boynton Beach, FL 33436

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1000 shares, all of one class, at \$0.01 par value per share.

ARTICLE VI

The address of the initial registered office is 43431 Woolbright Road, Bay 20, Boynton Beach, FL 33436. The name of the corporation's registered agent at such address is Rivka Uberbaum, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, whose name and address is:

Rivka Uberbaum
907 NE 199th Street
Suite 105
North Miami Beach, FL 33179

ARTICLE IX

The name and address of the Incorporator is Shirley Williams 11692 Southwest 81st Road, Miami, Florida 33156

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I Shirley Williams, being the Incorporator of this corporation, make and file these Articles of Incorporation this 7th day of May 2001.


SHIRLEY WILLIAMS, INCORPORATOR

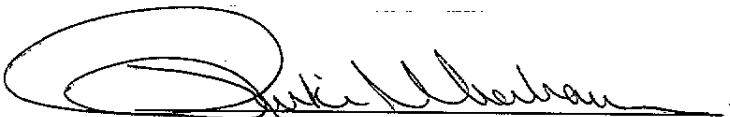
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BLUE MOON CAFE & COFFEE SHOP, INC.
2. The name and address of the registered agent and office is:

Rivka Uberbaum
43431 Woolbright Road
Bay 20
Boynton Beach, FL 33436

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 statues 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.



Rivka Uberbaum

Date 5/7/01

2001 MAY -8 PM 12:53
SEAL OF THE STATE
TALLAHASSEE FLORIDA