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LAW OFFICES
FREEDMAN & McCLOSKY
PROFESSIONAL ASSOCIATION
SUITE 700, SOUTHTRUST TOWER
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

REED B. McCLOSKY
RANDY R. FREEDMAN

TELEPHONE (954) 764-3800
TELECOPIER (954) 764-2840

August 29, 2001

VIA FEDEX

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: South Florida Cafes, Inc.

Dear Sir:

I have enclosed this firm's check no. 2601 in the amount of \$70.00 as the filing fee for the above-referenced corporation. I have also enclosed the original and one copy of the executed articles of incorporation. Please return to me one file-stamped copy via FedEx. Our FedEx airbill is enclosed. Thank you.

Very truly yours,

FREEDMAN & MCCLOSKY, P.A.



Reed B. McClosky

RBM/fjm

Enclosures:

01 AUG 30 AM 8:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Buron AUG 31 2001

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA CAFES, INC.

FILED

01 AUG 30 AM 8:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

South Florida Cafes, Inc.
9934 N.W. 29th Street
Miami, FL 33172

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with no par value.

ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Freedman & McClosky, P.A.
Attn: Reed B. McClosky, Esq.
One East Broward Blvd. Suite 700
Ft. Lauderdale, FL 33301

ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be one (1), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial director is:

NAME

ADDRESS

Stephen A. McDowell

9934 N.W. 29th Street
Miami, FL 33172

ARTICLE VII

The initial officers of the corporation shall be:

NAME

Office

Stephen A. McDowell

President/Secretary/Treasurer

ARTICLE VIII

The name and address of the incorporator is:

Reed B. McClosky, Esq.
Freedman & McClosky, P.A.
One East Broward Blvd., Suite 700
Ft. Lauderdale, FL 33301

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders. -

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

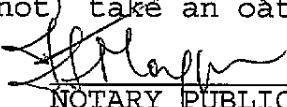
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of August 2001.



Reed B. McClosky
Incorporator

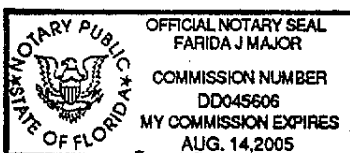
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of August, 2001, by Reed B. McClosky, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of **South Florida Cafes, Inc.**, and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

FREEDMAN & McCLOSKEY, P.A.

Date: August 29, 2001

BY: [Signature]
Reed B. McClosky, as agent

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01 AUG 30 AM 8:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA