

02 OCT -1 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

From:

Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
Fax Number : (305) 789-7799

CAFE CARDOZO MANAGEMENT CORP.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

FROM : Business Affairs

PHONE NO. : 305 695 7125

Sep. 30 2002 06:53AM P5

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**ARTICLES OF INCORPORATION
OF
CAFÉ CARDOZO MANAGEMENT CORP.**

ARTICLE I - NAME

The name of the corporation is Café Cardozo Management Corp. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

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ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Ste. 3000, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Intrastate Registered Agent Corporation.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 420 Jefferson Avenue, Miami Beach, Florida 33139.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Ricardo J. Dopico, Esq., 420 Jefferson Avenue, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of September, 2002.

Ricardo Dopico
Ricardo J. Dopico, Esq.

** 70.998d 78101 **

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

Café Cardozo Management Corp., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation, located at 701 Brickell Avenue, Ste. 3000, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 30th day of September, 2002.

By: 

Print Name: STEVEN H. HAGEN

Title: VP