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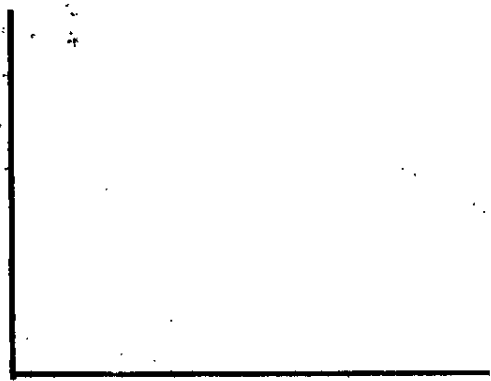
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MACAYA BRASSERIE ENTREPRISES INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

MACAYA BRASSERIE ENTERPRISES INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate(s) themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

MACAYA BRASSERIE ENTERPRISES INC.

ARTICLE II. NATURE OF BUSINESS

The General Nature of the business to be transacted by this corporation is to sell merchandise, and any other valid and legal purposes and...

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instrument to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other corporation of the States of Florida or any other state government, and while owner of such stock, to exercise all rights, power and privileged of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at anytime is: six hundred(600) Shares of common stock having a nominal of \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$600.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exists perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the initial office of this corporation in the State of Florida is 12744 West Dixie Highway, North Miami, Fl 33161. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one Director (s) initially. The number of Director (s) may increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS & OFFICERS

The name(s) and post office address(es) of the member (s) of the first Board of Directors is:

NAME	ADDRESS	OFFICE
Leclerc Adisson	12744 West Dixie Highway North Miami, Fl 33161	P/S/D

ARTICLE IX. SUBSCRIBERS

The name(s) and post office address (es) of each subscriber to these Article of Incorporation and percentages of shares of each subscriber is:

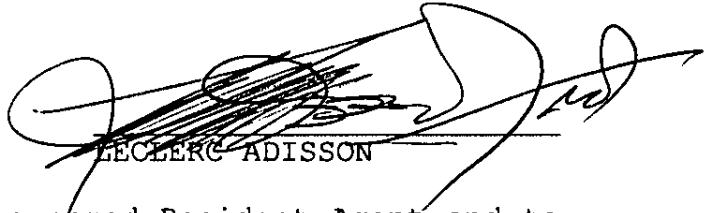
NAME	ADDRESS	SHARE
Leclerc Adisson	12744 West Dixie Highway North Miami, Fl 33161	600

ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

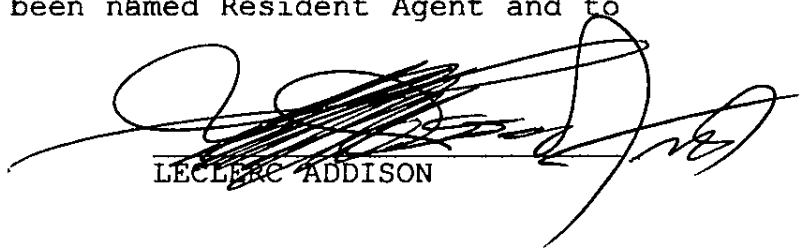
The registered office shall be located at 12744 West Dixie Highway, North Miami, Fl 33161 and the resident agent is Leclerc Adisson has been name as Resident Agent and to accept service.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.


LECLERC ADISSON

I, LECLERC ADISSON, having been named Resident Agent and to accept service.


LECLERC ADDISON

NOTARY CERTIFICATE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Leclerc Adisson to me know to be the person(s) described as subscriber(s) and who executed the forgoing described Articles of Incorporation, and they acknowledge before me that subscribed their name(s) hereto for the purpose therein expressed.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 9th day of November, 2006.

MY COMMISSION EXPIRES:

Romina Yanez
Notary Public
Print Name: Romina Yanez



ROMINA YANEZ
MY COMMISSION # DD 177443
EXPIRES: April 3, 2007
Bonded Thru Budget Notary Services