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City/State/Zip Phone #

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***122.50 ***122.50
Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 TALLAHASSEE, FLORIDA

Handwritten signature/initials

Examiner's Initials *Handwritten initials*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

SHAYNA ALTMAN
1742 NE 9TH STREET
FORT LAUDERDALE, FL 33304

SUBJECT: THE QUICHE FACTORY, INC.
Ref. Number: W97000012971

We have received your document for THE QUICHE FACTORY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 097A00029970

ARTICLES OF INCORPORATION

OF

THE QUICHE FACTORY, INC.

3351 NE 33RD AV.
FT. LAUDERDALE, FL 33308

ARTICLE I

Corporate Name

The name of this corporation is THE QUICHE FACTORY, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To purchase, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, teaching (instructing), and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, or telegraph company.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises and licenses, in the State of Florida and in all other States.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness,

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and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the purposes of this corporation whether or not such business is similar in nature to the purposes of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with each share having a par value of \$1.00.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which each already holds, 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 V

CORPORATION EXISTENCE

This corporation shall have perpetual existence and its existence shall commence upon filing these Articles of Incorporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 1742 N.E. 9th Street, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this corporation at that address is SHAYNA ALTMAN.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by by-laws, but shall never be less than one. The name and address of the initial director of this corporation shall be:

Shayna Altman
1742 N.E. 9th Street
Fort Lauderdale, Florida 33304

President/Secretary
Vice President/Treasurer

ARTICLE VIII

LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the capital stock shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors.

Section 2. Rights upon Liquidation or Dissolution.

After payment of all of the debts, liabilities, and

responsibilities of the corporation, the holders of capital stock shall be entitled to distribute the remaining assets of this corporation in such a manner that the assets shall be payable to and distributed ratably among the holders of record of capital shares in proportion to the number of shares held and owned by each shareholder. Any liquidation of this Section shall not treat accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights.

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 capital shares.

ARTICLE IX

RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite the name:

Shayna Altman	500 Shares
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and at the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE X

SHAREHOLDERS QUORUM AND VOTING

All of the shares entitled to vote shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of all of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

INCORPORATORS

The names and address of the Corporation's incorporators are Shayna Altman, 1742 N.E. 9th Street, Fort Lauderdale, Florida 33304.

ARTICLE XII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida GENERAL CORPORATION ACT, except this corporation shall not have the power to conduct business in violation of its Articles of Incorporation, By-Laws or any Stockholders Agreement on file with the corporation.

ARTICLE XIII

DIRECTOR'S RESIDENCY AND COMPENSATION

Directors of this corporation need not be residents of the State of Florida. The shareholders of the corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIV

NAMES OF CORPORATE OFFICERS

Shayna Altman

President/Secretary
Vice President/Treasurer

ARTICLE XV

DIRECTOR OF QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 51% of the directors present and voting, shall be the act of the Board of Directors.

Provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI

INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida laws existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of May, 1997.



Shayna Altman

STATE OF FLORIDA)

) SS

COUNTY OF BROWARD)

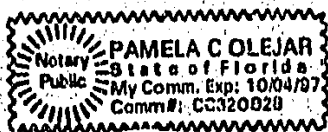
BEFORE ME, the undersigned, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Shayna Altman known to me and known to be the person who executed the foregoing Articles and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of May, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

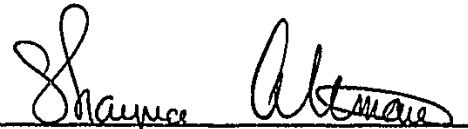
First, that THE QUICHE FACTORY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at ^{3351 NE 33RD AV} Fort Lauderdale, Florida, ³³³⁰⁸ has named Shayna Altman, located at 1742 N.E. 9th Street, Fort Lauderdale, Florida, as its agent to accept service of process within the State of Florida.


CORPORATE OFFICER

Dated: 5-28-97

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for the corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


SHAYNA ALTMAN
Resident Agent

Dated: May 23, 1997