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TRANSMITTAL LETTER

FILED
99 OCT -5 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314
850-488-9000

OVERNIGHT DELIVERIES:
409 E. GAINES STREET
TALLAHASSEE, FL 32399

500002006345-2
****70.00 ****70.00

OF NAPLES,

SUBJECT: CARIBBEAN CAFÉ, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION

AND A CHECK FOR: \$70.00 (SEVENTY AND 00/100 DOLLARS)

FROM: LUCETTA PLUNKETT
2727 BAYSHORE DR. - SUITE-108
NAPLES, FL 34112

DAYTIME TELEPHONE #: 941-732-7330

Lucetta Plunkett GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp name
DATE
DOC. EXAM.

Normal
Normal
Heading 1
Heading 1
Heading 2

~~W99-23258~~
PAT 10/8/99

ARTICLES OF INCORPORATION

OF

CARIBBEAN CAFE OF NAPLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY PRESENTS THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE ONE
NAME

THE NAME OF THIS CORPORATION SHALL BE: CARIBBEAN CAFE OF NAPLES, INC.

ARTICLE TWO
DURATION

THE DURATION OF THIS CORPORATION SHALL BE PERPETUAL.

ARTICLE THREE
PURPOSE

THE PURPOSE OF THIS CORPORATION IS THE TRANSACTION OF ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE FOUR
STOCK

THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE 100 SHARES OF COMMON STOCK CONSISTING OF ONE CLASS ONLY. THE STOCK SHALL HAVE A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE FIVE
SUBSCRIBERS

THE NAME AND STREET ADDRESS OF THE SUBSCRIBERS OF THE INITIAL ISSUE OF STOCK UNDER THESE ARTICLES OF INCORPORATION IS: LUSCETTA PLUNKETT, 2727 BAYSHORE DR, SUITE 108, NAPLES, FL; MELIDA MARTINEZ, 2095-55TH ST S.W., NAPLES, FL; DOMINGO MARTINEZ, 2095-55TH ST S.W., NAPLES, FLORIDA.

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

THE STREET ADDRESS OF THE REGISTERED OFFICE SHALL BE:
3136 - 52ND TERR S. W., NAPLES, FLORIDA 34116-8132.
THE NAME OF THE REGISTERED AGENT AT SUCH ADDRESS SHALL BE:
ELAINE B. WHATLEY.

ARTICLE SEVEN

CORPORATION'S PRINCIPAL OFFICE

THE CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS IS:
2727 BAYSHORE DR., SUITE 108, NAPLES, FLORIDA 34112

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 3 (THREE) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BYLAWS OF THE CORPORATION IN THE MANNER PROVIDED BY LAW, BUT SHALL NEVER BE LESS THAN 2 (TWO). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE: LUCETTA PLUNKETT (PRIMARY), 2727 BAYSHORE DR., SUITE 108, NAPLES, FL, 34112; MELIDA MARTINEZ, 2095-55TH ST. S.W., NAPLES, FL 34116; DOMINGO MARTINEZ, 2095-55TH ST. S.W., NAPLES, FL 34116

ARTICLE NINE

AMENDMENT OF ARTICLES

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED FOR BY LAW.

ARTICLE TEN
INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATORS IS: LUCETTA PLUNKETT,
2727 BAYSHORE DR., SUITE 108, NAPLES, FLORIDA 34116; MELIDA MARTINEZ,
2095-55TH ST S.W., NAPLES, FLORIDA 34116; DOMINGO MARTINEZ, 2095-55TH ST
S.W., NAPLES, FLORIDA 34116.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing
Articles Of Incorporation on this 4th day of October, 1999, in
Naples, Collier County, Florida.


LUCETTA PLUNKETT

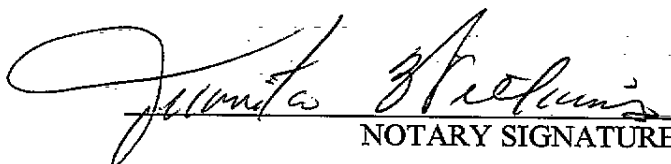

MELIDA MARTINEZ


DOMINGO MARTINEZ

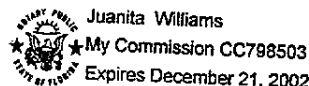
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared LUCETTA PLUNKETT, a single person, MELIDA
MARTINEZ, a married person, DOMINGO MARTINEZ, a married person, known to me to be
the persons described in and who executed the foregoing instrument, and acknowledged to and
before me that they executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 4th day of October, 1999.


NOTARY SIGNATURE

SEAL:



DESIGNATION OF REGISTERED AGENT

LUCETTA PLUNKETT, the incorporator, MELIDA MARTINEZ, the incorporator, DOMINGO MARTINEZ, the incorporator of CARIBBEAN CAFÉ, INC., hereby designates ELAINE B. WHATLEY of 3136-52nd Terr S.W., Naples, Florida 34116-8132, to be the registered agent of CARIBBEAN CAFÉ, INC. and ELAINE B. WHATLEY by and through this document, hereby accepts the appointment to be registered agent of CARIBBEAN CAFE, OF NAPLES, INC.

Elaine B. Whatley
RESIDENT AGENT SIGNATURE

ELAINE B. WHATLEY
PRINTED NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA