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Florida Department of State
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To:

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Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
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NON
FLORIDA PROFIT CORPORATION

SAINT MICHAEL CAFE, INC.

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Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2000

FAS-T

SUBJECT: SAINT MICHAEL CAFE, INC.
REF: W00000006811

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE NOTE IN ARTICLE IX WHEN IT STATES THERE ARE GOING TO BE (3) DIRECTORS INTIALLY THEN YOU MUST LIST (3) DIRECTORS.

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If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H00000011430
Letter Number: 400A00014032

ARTICLES OF INCORPORATION
OF
SAINT MICHAEL CAFÉ, INC.
(A CORPORATION NOT FOR PROFIT)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Saint Michael Café, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

300 NW 28 Avenue Miami, Fl 33125

Prepared by: Edgardo Gualchi
300 NW 28 Avenue
Miami, Fl 33125

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TALLAHASSEE, FLORIDA

ARTICLE III

The specific purpose(s) for which the corporation is organized is (are):

To give lunch service to the student of St. Michael Archangel Catholic School of St. Michael Archangel Catholic Church through the facilities on the premises and give maintenance to the church and the school.

ARTICLE IV

The manner in which the directors are elected or appointed is:
Taking in consideration morality, honesty and religious incorporation.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The name and Florida street address of the initial registered agent is (are):

Edgardo Gualchi

300 NW 28 Avenue Miami, Fl 33125

ARTICLE VII

The name and address of the Incorporator (s) to these Articles of Incorporation is (are):

Edgardo Gualchi

300 NW 28 Avenue Miami, Fl 33125

ARTICLES VIII

The name of the persons who is (are) to serve as officers of the corporation, until the first meeting of the board Directors is (are):

Edgardo Gualchi
Ana Gualchi

President and Secretary
Vice- President and Treasurer

The officer(s) shall be elected at the annual meeting of the Board of Directors or as provides in by laws.

ARTICLE IX

The board of Directors shall be members of the corporation. Member of the Board of Directors shall be elected and hold office in accordance with the by – laws.

ARTICLE X

The Board of Directors of this corporation may provide such by – laws for the conduct of its business and the carrying out of its purposes, as the may deem necessary from time to time.

Upon proper notice, the by – laws may be amended, altered or rescinded by a majority vote of these members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

Upon proper notice, the by – laws may be amended, altered or rescinded by a majority vote of these members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE XI

These Articles of Incorporation may be amended at a special meeting of the corporation called for the purpose by a two-thirds vote of those present.

Amendments may also be made at a regular meeting of the corporation upon notice given, as provided by the by – laws of intention to submit such amendments.

ARTICLE XII

No part of the net earning of the corporation shall inure to the benefit of any individual or member unless the same inures for such benefit because of services rendered to the corporation pursuant to the laws of the state of Florida governing proper payments for non-profit corporations.

ARTICLE XIII

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 100% of the value of the property of the corporation.

ARTICLE XIV

The annual meeting for the elections of members of the Board of Directors shall be held as may be provided in the by – laws.

The corporation may provide in its by – laws for the holding of additional regular meeting and any special meeting and shall provide notice of all such meetings.

Fifty per cents plus one of the members shall constitute a quorum for the holding of any meeting.

ARTICLE XV

The street address of the initial registered office of this corporation is:

300 NW 28 Avenue
Miami, Fl 33125

The name of initial agent of this corporation at that address is:

Edgardo Gualchi

ARTICLE XVI

The mailing address of the corporation is:

300 NW 28 Avenue
Miami, Fl 33125

ARTICLE XVII

Non person, firm or corporation shall ever receive any dividends of any kind of profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organization which have qualified for exemption under Section 501(C) (3) of the Internal Revenue Code or to the Federal Government, or to the State of Local Government, for a public purpose, which said purpose shall be in conformity with the purposes of this corporation, and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my (our) hands and seal this 13 day of March, 2000, for the purpose of forming this corporation this corporation not for profit under the laws of the State of Florida.



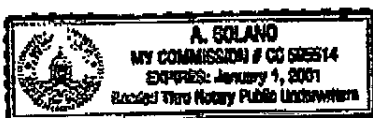
Edgardo Gualchi (SEAL)

STATE OF FLORIDA
COUNTY OF MIAMI - DADE

BEFORE ME, The undersigned authority did personally appeared the person(s) known by me to be, Edgardo Gualchi who after being duly sworn, acknowledge the foregoing to be his act and deed.

WITNESS my hand and seal this 13 day of March, 2000.

My Commission Expires:

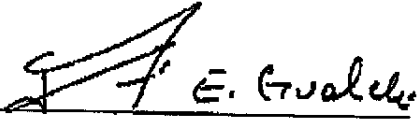




NOTARY PUBLIC, STATE OF FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/ Registered Agent
Edgardo Gualchi

3/13/2000.
Date

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TALLAHASSEE, FLORIDA