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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 20 PM 12:27

**SOUTH BEACH CAFE MARKETING FUND, INC.**

5125 Willow Leaf Drive  
Sarasota, Florida 34241  
Bus. (941) 922-9282  
Fax (941) 923-5447

March 13, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399  
Attn: Susan Payne

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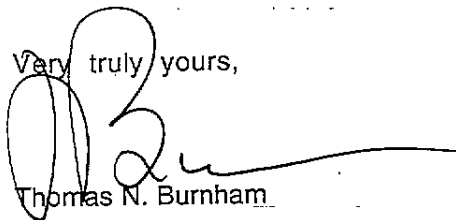
**RE: South Beach Cafe Marketing Fund, Inc.**

Dear Sir/Madam:

1. Articles of Dissolution of South Beach Cafe Marketing Fund, Inc., a corporation formed on April 11, 1997 under the Florida Business Corporation Act, and assigned document number P97000033276, together with Affidavit under Section 607.1405(4) of the Florida Business Corporation Act.
2. An original and one copy of Articles of Incorporation for South Beach Cafe Marketing Fund, Inc., a corporation to be formed under the Florida Not For Profit Corporation Act.
3. Our remittance in the amount of \$157.50 for the filing fees and a certified copy of the Articles of Incorporation for South Beach Cafe Marketing Fund, Inc., a corporation to be formed under the Florida Not For Profit Corporation Act.

If you have any questions, please call our attorney, Lawrence A. Tower, at (248) 642-6000.

Very truly yours,



Thomas N. Burnham

TNB/lat  
enclosure

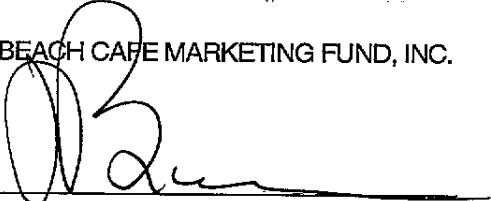
D. BROWN MAY 20 1998

AFFIDAVIT  
under Section 607.1405 (4)  
of the Florida Business Corporation Act

The undersigned dissolved Corporation hereby permits the immediate assumption or use of its name by another Corporation. The undersigned hereby certifies pursuant to Section 607.120 (6) (b) of the Florida Business Corporation Act that no directors of the Corporation have ever been selected. We have no intention of revoking the voluntary dissolution.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit this 2nd day of March, *My* 1998.

SOUTH BEACH CAFE MARKETING FUND, INC.

By:   
Thomas N. Burnham  
"Sole Incorporator"

**ARTICLES OF INCORPORATION  
OF  
SOUTH BEACH CAFE MARKETING FUND, INC.**

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**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is South Beach Cafe Marketing Fund, Inc., and its principal office or mailing address is 5125 Willow Leaf Drive, Sarasota, Florida 34241.

**ARTICLE 2: PURPOSE**

This Corporation is organized under the FLORIDA NOT FOR PROFIT CORPORATION ACT for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under the laws of the State of Florida.

**ARTICLE 3: DIRECTORS**

The Board of Directors of the Corporation shall be elected in a manner set forth in the Bylaws of the Corporation.

**ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5125 Willow Leaf Drive, Sarasota, Florida 34241, and the name of the initial registered agent is Thomas N. Burnham.

**ARTICLE 5: INCORPORATOR**

The name and address of the person signing these Articles is:

Name

Address

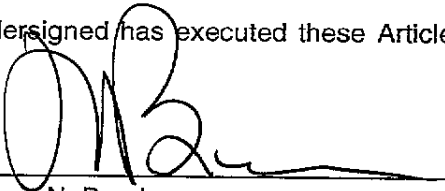
Thomas N. Burnham

5125 Willow Leaf Drive  
Sarasota, Florida 34241

**ARTICLE 6: INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of March, 1998.

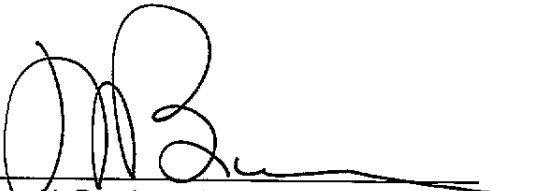
  
Thomas N. Burnham  
"Incorporator"

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service or process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 617.0501, Florida Statutes, relative to keeping open said office for service of process.

Dated this 2nd day of <sup>May</sup> March, 1998.

  
Thomas N. Burnham, Registered Agent

Burnham/SBCMktg/Articles