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February 17, 2000

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SECRETARY OF STATE
Attn: DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: THE BREKFAS CLUB, INC.

FILED
00 FEB 21 AM 7:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Ladies and Gentlemen:

Please find enclosed proposed Articles of Incorporation for the corporation above-named, together with my trust account check to your order in the sum of \$70.00 to cover the filing fee.

I await your acknowledgment at your earliest convenience and thank you in advance for your usual very kind attention and cooperation.

Sincerely yours,

Sidney Bodzin
SIDNEY M. BODZIN

SMB: rmd
Enclosures (2)

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FILED
FEB 21 AM 7:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE BREKFAS CLUB, INC.

THIS IS TO CERTIFY that I, the undersigned, for the purpose of forming a corporation under the provisions of Florida Statutes 1999, Chapter 607, and statutes amendatory thereof and supplementary thereto, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, and I do certify that:

1. The name of the corporation is:

THE BREKFAS CLUB, INC.

2. The major purpose of the corporation will be to engage in the business of operating a restaurant. In addition, the general nature of the business transacted shall be:

To engage in any one or more of the businesses and to exercise any or all the powers authorized and permitted by the said Statutes to corporations formed thereunder.

Further, and not by way of limitation of the preceding paragraph, to enter into and perform contracts of every kind and nature; to act as agent and representative of other persons and corporations; to own, buy, sell, mortgage or lease real and personal property of every kind and nature and wheresoever situate.

3. The amount of capital stock authorized shall be FIVE THOUSAND (5,000) shares of Common Stock at a par value of ONE (\$1.00) DOLLAR per share.

4. The corporation shall commence business with not less than FIVE HUNDRED and NO/100 (\$500.00) DOLLARS in cash.

5. The corporation shall have perpetual existence.

6. The post office address of the principal office of the corporation shall be:

1768 North University Drive
Pembroke Pines, FL 33024

7. There shall be one (1) director initially. The number of directors may be changed at the behest of the director then in power.

8. The name and post office address of the member of the first Board of Directors, and the Officer, who, subject to the By-Laws of this corporation, shall hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified, are:

BETTY MALLORY 3501 S.W. 130th Avenue Miramar, Florida 33027	President, Treasurer and Director
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9. The name and post office address of the subscriber to these Articles of Incorporation, and a statement of the number

of shares of stock which she agrees to take and the value of the consideration therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
BETTY MALLORY	3501 S.W. 130th Avenue Miramar, Florida 33027	500	\$500.00

10. The corporation designates as its registered office the office of BODZIN & BODZIN, Attorneys at Law, Suite 228, 1031 Ives Dairy Road, Miami, Florida 33179 and SIDNEY M. BODZIN as its registered agent, and he does hereby accept to act in this capacity, and agrees to comply with the provisions of the Statute relative to keeping open said office at the above address.

11. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, this 17th day of February, 2000.



 _____ [SEAL]
 BETTY MALLORY
 Incorporator/Subscriber

FILED
 00 FEB 21 AM 7:14
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

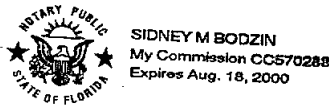
STATE OF FLORIDA]
 : ss.
 COUNTY OF MIAMI-DADE]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BETTY MALLORY, to me personally known or who produced _____ as identification, to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, and, after taking an oath, acknowledged before me that she subscribed to said Articles of Incorporation.

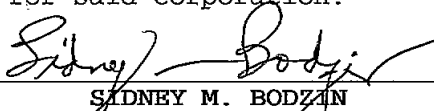
SWORN TO AND SUBSCRIBED before me the 17th day of February, 2000.



 NOTARY PUBLIC, State of Florida
 at Large
 My Commission Expires:



I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



 SIDNEY M. BODZIN
 Registered Agent