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FILED  
00 MAY -3 AM 9:13  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Leon  
Law  
Office PA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: AZALEA'S CAFE INC.

Enclosed is the original and one (1) copy of the Articles of Incorporation; the Certificate of Designation and a check for \$78.75. Please send one Certificate of Status.

FROM: Lisa M. Leon  
Leon Law Office  
4475 US 1 South, Suite 201  
St. Augustine, FL 32086

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Lisa Marcel Leon  
4475 US 1 South  
Suite 201  
St. Augustine, FL  
32086  
  
Phone  
904 794-7190

D. BROWN MAY - 8 2000

**ARTICLES OF INCORPORATION  
OF  
AZALEA'S CAFE INC.**

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STATE OF FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I NAME**

The name of the corporation shall be: AZALEA'S CAFE INC.

**Article II PRINCIPAL OFFICE**

The principal place of business shall be:

4 Aviles Street  
St. Augustine, FL 32084

and the mailing address of this corporation shall be:

800 Faver Dykes Road  
St. Augustine, FL 32086

**Article III CAPITAL STOCK**

The number of shares that this corporation is authorized to have outstanding at any one time is:

<u>Number</u>	<u>Class</u>	<u>Par value per share</u>
100	Common	No Par

The preferences, limitations, designation and relative rights of Common Stock are as follows:

- 1) Ratable participation in earnings by way of cumulative dividends when and if declared by the Board of Directors out of legally available funds;
- 2) Ratable voting rights of one vote per share; and
- 3) Ratable participation in net assets after satisfying creditors upon liquidation.

**Article IV PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**Article V INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

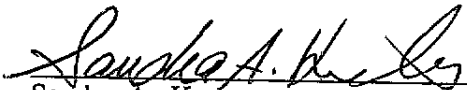
Lisa M. Leon  
4475 US 1 South #201  
St. Augustine, FL 32086

**Article VI INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Sandra A. Krebs  
800 Faver Dykes Road  
St. Augustine, FL 32086

The undersigned has executed these Articles of Incorporation this 21st day of April, 2000.

  
Sandra A. Krebs

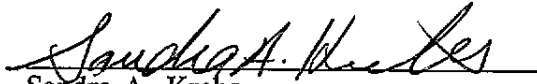
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
00 MAY -3 AM 9:13  
CLERK OF THE  
COURT  
TALLAHASSEE, FLORIDA


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is AZALEA'S CAFE INC.
2. The name and address of the registered agent and office is:

Lisa M. Leon  
4475 US 1 South #201  
St. Augustine, FL 32086

  
Sandra A. Krebs  
President  
April 21, 2000

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 simultaneously with this designation 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 a registered agent.

  
\_\_\_\_\_  
Lisa M. Leon  
April 21, 2000