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STEWART & STORTER

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SUITE 101
2121 COUNTY ROAD 951
GOLDEN GATE, FL 34116-6543

May 23, 2000

DIVISION OF CORPORATIONS
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
5-23-00

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-05/30/00--01136--015
****122.50 *****78.75

RE: MATT'S & SETH'S NOODLES CAFE, INC.

Dear Sir or Madam:

Enclosed herein please find articles of incorporation for the above referenced corporation. Also enclosed is my client's check in the amount of \$122.50 to cover the cost of filing and the cost of a certified copy of the filed articles.

Please also note that corporate existence of the corporation commences May 23, 2000.

Please file the foregoing articles and send a certified copy of the filed articles to me at the above address. I appreciate your assistance in this matter.

Sincerely,


James C. Stewart, Jr.

cc: Mr. Matthew D. Berman
Randy Rose, CPA

ENCLOSURES AS INDICATED

00 MAY 30 AM 8:14
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson JUN 08 2000

EFFECTIVE DATE

5-23-00

ARTICLES OF INCORPORATION

OF

MATT'S & SETH'S NOODLES CAFE, INC.

a Florida corporation

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the FLORIDA BUSINESS CORPORATION ACT, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

MATT'S & SETH'S NOODLES CAFE, INC.

a Florida corporation

SECOND: The principal office or mailing address of the Corporation is:

2059 Pine Ridge Road

Naples, Florida 34109

THIRD: The aggregate number of shares that the Corporation is authorized to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, the par value of each such share shall be **ONE AND NO/100S DOLLARS (\$1.00)**. Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

STEWART & STORTER, ATTORNEYS AT LAW

Suite 101

2121 County Road 951

Golden Gate, Florida 34116-6543,

and the name of the Corporation's initial registered agent at such address is:

JAMES C. STEWART, JR.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **TWO (2)**, and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

MATTHEW D. BERMAN

2059 Pine Ridge Road

SETH BERMAN

2059 Pine Ridge Road

Naples, Florida 34109

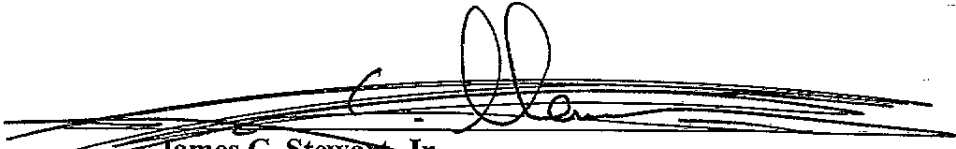
Naples, Florida 34109

SIXTH: The name and address of the sole incorporator is:

JAMES C. STEWART, JR., ESQUIRE
STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543

SEVENTH: The corporate existence of the Corporation shall commence on **MAY 23, 2000.**

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation, this 23 day of MAY, 2000.



James C. Stewart, Jr.
Sole Incorporator

I, JAMES C. STEWART, JR., having been designated to act as registered agent, hereby agree to act in such capacity.



JAMES C. STEWART, JR.