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FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

FILED

00 OCT -9 PM 3: 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

Of Counsel:
Me DANIEL HOTTE*, LLL
*admitted to practice
only in the Province
of Quebec, Canada

October 5, 2000

State of Florida
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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10/09/00 01063 012
*****78.75 *****78.75

RE: HACHEN AMERICA, INC.

Dear Sir or Madam:

Enclosed herewith please find duplicate original Articles of Incorporation for HACHEN AMERICA, INC., together with our check in the amount of \$78.75, which represents \$70.00 for the filing fee and \$8.75 for a certified copy of the Articles.

Please return a certified copy of the Articles, after filing, to the undersigned.

Should you require further assistance, or if you might have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Sincerely,



John F. Hotte, Esq.

/jb
Enclosures

PH 10/5/00

ARTICLES OF INCORPORATION

OF

HACHEN AMERICA, INC.

FILED
00 OCT -9 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HACHEN AMERICA, INC.

The address of the principal office of this corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is the operation of a limited or full service restaurant and/or restaurant/lounge serving the general public and to engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be

2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this Corporation at this address is John F. Hotte, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) director, initially. The name and street address of the initial member of the Board of Director is:

Herve S. Nicolas
1308 N.E. 4th Street
Fort Lauderdale, Florida 33301

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

President: Herve S. Nicolas
1308 N.E. 4th Street
Fort Lauderdale, Florida 33301

Vice President: Herve S. Nicolas
1308 N.E. 4th Street
Fort Lauderdale, Florida 33301

Secretary: Jeanine Nicolas
5 Rue Du Capitaine Ballot
77670 Saint Mammès, France

Treasurer: Sylvain Nicolas
5 Rue Du Capitaine Ballot
77670 Saint Mammès, France

ARTICLE VIII. INCORPORATOR

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

Herve S. Nicolas
1308 N.E. 4th Street
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this

4 day of October, 2000.


HERVE S. NICOLAS

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, JOHN F. HOTTE, ESQ., having a place of business at 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JOHN F. HOTTE, ESQ.