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REGINALD G. STAMBAUGH, P.A.

Attorney At Law

1400 Centrepark Boulevard, Suite 860

West Palm Beach, Florida 33401

Telephone: (561) 687-8100

Facsimile: (561) 687-8103

Licensed to Practice in Tennessee

Board Certified Real Estate Attorney

November 22, 2000

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VIA UPS NEXT DAY AIR MAIL

Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Clematis Street Café, Inc.

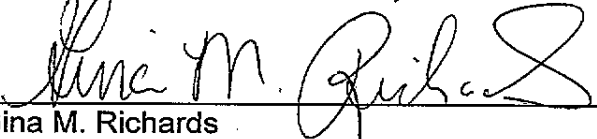
To Whom It May Concern:

Please find enclosed two (2) copies (one original & one copy) of the Articles of Incorporation for Clematis Street Café, Inc., as well as a check in the amount of \$122.50. Please file the Articles and return the stamped copy using the self-addressed, stamped envelope enclosed.

If you have any questions, please do not hesitate to contact this office. Thank you.

Sincerely,

REGINALD G. STAMBAUGH, P.A.


Gina M. Richards
Legal Assistant to Reginald G. Stambaugh, Esq.

GMR:me
Encl.

cc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Of

CLEMATIS STREET CAFÉ, INC.

The undersigned incorporator to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida and adopts the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the corporation shall be:

CLEMATIS STREET CAFÉ, INC.

ARTICLE II. - PRINCIPAL OFFICE

The address of the principal office shall be:

528A Clematis Street
West Palm Beach, Florida 33401.

ARTICLE III. - MAILING ADDRESS

The mailing address of the corporation shall be:

528A Clematis Street
West Palm Beach, Florida 33401.

ARTICLE IV. - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE V. - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI. - CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of no par value Common Stock, which shall be designated "Common Shares."

ARTICLE VII. - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Initial Registered Agent of this Corporation is:

Reginald G. Stambaugh, P.A.
1400 Centrepark Boulevard, Suite 860
West Palm Beach, Florida 33401.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director and one (1) officer, initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director and officer of the corporation is as follows:

Lawrence Corning
Director
528A Clematis Street
West Palm Beach, Florida 33401.

ARTICLE VII. - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

Reginald G. Stambaugh, P.A.
1400 Centrepark Blvd. Suite 860
West Palm Beach, FL. 33401.

ARTICLE VIII. - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X. - SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of NOVEMBER, 2000.

Reginald G. Stambaugh, P.A.

By: _____

Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

The foregoing instrument was acknowledged before me this 22 day of NOVEMBER, 2000, by Reginald G. Stambaugh, who is personally known to me and who did/did not take an oath.



Gina Maria Richards
Notary Public, State of Florida

Print: GINA MARIA RICHARDS

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Florida Statutes Sections 607.0501(3), the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida names, Reginald G. Stambaugh, Esq., located at the street address, 1400 Centrepark Blvd., Suite 860, West Palm Beach, FL 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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 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 registered agent.

REGINALD G. STAMBAUGH, P.A.

By: _____
Reginald G. Stambaugh, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA