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FLORIDA PROFIT CORPORATION OR P.A.

HILARY'S RESTAURANTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

HILARY'S RESTAURANTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

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ARTICLE I. NAME

The name of the corporation shall be:

Hilary's Restaurants, Inc.

The address of the principal office of this corporation shall be 13612 North 61st Street, West Palm Beach, Florida 33412, and the mailing address of the corporation shall be the same

ARTICLE II. NATURE OF BUSINESS

The purpose for which the corporation is organized, which shall include the transaction of 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, are as follows:

To own and operate a restaurant/deli/bakery.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 505 Royal Palm Beach Blvd., Royal Palm Beach, Florida 33411, and the name of the initial registered agent of the corporation at that address is Christopher Santamaria, Esq.

Prepared by:
Christopher Santamaria, Esq.
Florida Bar No 0042277
505 Royal Palm Beach Blvd.

305 541 3770 P.02/04

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpenally.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Hilary Rakoff
Director/President

13612 North 61st Street
West Palm Beach, Florida 33412

Mary A. Rakoff
Director/Secretary

13612 North 61st Street
West Palm Beach, Florida 33412

ARTICLE VII. SPECIAL PROVISION

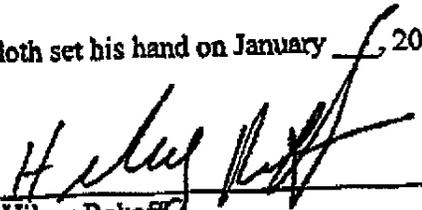
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

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

Hilary Rakoff
13612 North 61st Street
West Palm Beach, Florida 33412

IN WITNESS WHEREOF, the undersigned doth set his hand on January 1, 2001.


Hilary Rakoff

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Christopher Santamaria, Esq., an individual having an business office of 505 Royal Palm Beach Blvd., Royal Palm Beach, Florida 33411, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Christopher Santamaria, Esq.

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