... Division & Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

the breakfast club, inc.

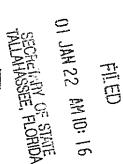
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F. CHÆSSEN

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H01000008873 ARTICLES OF INCORPORATION OF THE BREAKFAST CLUB, INC.



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

ARTICLE I. NAME

The name of the corporation shall be:

THE BREAKFAST CLUB, INC.

The address of the principal office of this corporation shall be 501 N. Beneva Road, #430, Sarasota, Florida 34232, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 Ten Thousand shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 501 N. Beneva Road, #430, Sarasota, Florida 34232, and the mailing address of the corporation shall be 501 N. Beneva Road, #430, Sarasota, Florida 34232, and the name of the initial

Ralph L. Friedland, Esq. 2033 Main Street Suite 100 Sarasota, FL 34237 Florida Bar # 360813 (941) 365-1980 H01000008873

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registered agent of the corporation is Ralph L. Friedland, Esq. of 2033 Main Street, Suite 100 Sarasota, Florida 34237.

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 two Directors, initially. The name and street address of the initial members of the Board of Director are:

Robert E. Broderick, III, 5603 New York Avenue, Sarasota, Florida 34231

Lori T. Boden, 5603 New York Avenue, Sarasota, Florida 34231

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President:

Robert E. Broderick, III, 5603 New York Avenue,

Sarasota, Florida 34231

Vice President/Secretary

Lori T. Boden, 5603 New York Avenue, Sarasota.

Florida 34231

ARTICLE VII, INCORPORATOR

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

RALPH L. FRIEDLAND 2033 MAIN STREET, SUITE 100 SARASOTA, FL 34237 (941)365-1980

Raiph L. Friedland, Esq. 2033 Main Street Suite 100 Sarasota, FL 34237 Florida Bar # 360813 (941) 365-1980 H01000008873

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IN WITNESS WHEREOF, I have here unto set my hand and seal this January 19, 2001.

RALPH L. FRIEDLAND

STATE OF FLORIDA COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this January 19, 2001 by

RALPH L. FRIEDLAND, who is personally known to me.

Notary Public

My Commission expires:

SANDRA T. PEREZ
MY COMMISSION # CC936933
EXPIRES: MI 21, 2004
OTARY FL Notey Bardon & Bonding, Inc.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE BREAKFAST CLUB, INC.

RALPH L. FRIEDLAND, having a business office at 2033 Main Street, Suite 1007 Sarasota, Florida 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.

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Raiph L. Friedland, Esq. 2033 Main Street Suite 100 Sarasota, Ft. 34237 Florida Bar # 360813 (941) 365-1980