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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 358-7832

FLORIDA PROFIT CORPORATION OR P.A.

NORTHWOOD BISTRO, INC.

Certificate of Status	0
Certified Copy	1
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H01-20982

ARTICLES OF INCORPORATION

of

NORTHWOOD BISTRO, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

NORTHWOOD BISTRO, INC.**ARTICLE II - DURATION**

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

ARTICLE III - PURPOSE

The incorporation 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 IV - CAPITAL STOCKThe corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS 511 Northwood Road			
CITY	West Palm Beach	STATE	Florida
Mailing address, if different		ZIP	33407
STREET ADDRESS Same			
CITY		STATE	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	James Franklin		
ADDRESS	436 33 rd Street		
CITY	West Palm Beach	STATE	Florida
		ZIP	33407

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 (one) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	James Franklin		
ADDRESS	436 33 rd Street		
CITY	West Palm Beach	STATE	Florida ZIP 33407
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	James Franklin		
ADDRESS	436 33 rd Street		
CITY	West Palm Beach	STATE	Florida ZIP 33407
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this ____ day of February, 2001.

(Signature)

(Signature)

(Signature)

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**NORTHWOOD BISTRO, INC.

(name of corporation)

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 436 33RD Street

West Palm Beach, Florida 33407

has named James Franklin

located at the aforesaid address, as its registered agent to accept service of process within this state.

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TALLAHASSEE, FLORIDA

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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.


(Signature)Feb. 23 - 2001
(Date)

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