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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JAMES ACCOUNTING & TAX PRACTICE, INC.
Account Number : I20000000159
Phone : (305) 595-2886
Fax Number : (305) 595-2898

FLORIDA PROFIT CORPORATION OR P.A.

CALYPSO GRILL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM GORDN AND ASSOCIATES

TO

18502050381 P.06

Arlene Chang
15531 SW 115th Terrace
Miami FL 33196

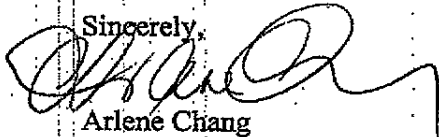
April 27, 2001

Division of Corporations

Dear Sirs:

This letter serves to inform you that Calypso Grill Inc. which was administratively dissolved on September 22, 2000, does not intend to be reinstated, and therefore, has no further need of this name.

Sincerely,



Arlene Chang

President

Calypso Grill, Inc. (dissolved)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CALYPSO GRILL, INC.**

The undersigned subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all powers, rights, privileges, and immunities; and to that end, sets forth by these Articles:

ARTICLE I - NAME

The name of this corporation is **CALYPSO GRILL, INC.** (hereinafter referred to as the "Corporation") and its mailing address is 15531 SW 115th Terrace, Miami FL 33196.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100,000 One Dollar (\$1.00) par value stock, which shall be designated "Common Shares."

THIS DOCUMENT PREPARED BY:
JAMES Accounting & Tax Practice, P.A.
10749 SW 104TH STREET
MIAMI, FL 33176

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Bradley M. Chang, and the address is 15531 SW 115th Terrace, Miami FL 33196.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

NAME

Bradley M. Chang

ADDRESS

15531 SW 115th Terrace,
Miami FL 33196.

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATIONS

The name of the person signing these Articles is Bradley M. Chang

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 7th day of May, 2001

Bradley M. Chang
Incorporator

CALYPSO GRILL, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED OFFICE,
AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH FLORIDA STATUTES 607.034, THE FOLLOWING IS
SUBMITTED:**

That CALYPSO GRILL, INC. desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, in the city of Miami,
County of Dade, State of Florida, has named Bradley M. Chang, whose address is 15531
SW 115th Terrace, in the city of Miami, county of Dade, state of Florida as its registered
agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS
DUTIES.

DATED THIS 7th DAY OF May, 2001

By Bradley M. Chang

Registered Agent for

CALYPSO GRILL, INC.