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VIA FEDERAL EXPRESS

May 4, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
499 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation of  
**A-ROSE CAFE, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY -9 PM 12:25

FILED

Dear Sir/ Madame:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for **A-ROSE CAFE, INC.** for filing, along with a check in the amount of \$78.75 to cover the cost of same.

Kindly send a certified copy of the Articles back to me in the enclosed self addressed federal express envelope.

Thank you in advance for your anticipated courtesies. If you have any questions please feel free to contact the undersigned.

Very truly yours,



Deborah K. Hausman

DKH/dh

RECEIVED

MAY 14 2001

**ARTICLES OF INCORPORATION  
FOR  
A ROSE CAFE, INC.**

The undersigned subscriber, Arlene D. Klein, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is: **A ROSE CAFE, INC.**

**ARTICLE II**

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida Corporation Act.

**ARTICLE III**

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is One Thousand (1000) shares, which shares shall be common stock having a par value of one (\$1) dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV**

Every shareholder, upon the sale for cash of any new shares of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE V**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## **ARTICLE VI**

The initial address of the principal office of the corporation shall be:

Arlene D. Klein  
6035 NW 72<sup>nd</sup> Court  
Parkland, FL 33067

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

## **ARTICLE VII**

The corporation shall have one (1) director initially. The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

## **ARTICLE VIII**

The names and post office address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Arlene D. Klein  
6035 NW 72<sup>nd</sup> Court  
Parkland, FL 33067

## **ARTICLE IX**

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

Arlene D. Klein  
6035 NW 72<sup>nd</sup> Court  
Parkland, FL 33067

## **ARTICLE X**

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

**ARTICLE XI**

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

Deborah K. Hausman  
7000 West Palmetto Park Road, Suite 402  
Boca Raton, FL 33433

**ARTICLE XII**

These Articles of Incorporation may be amended or repealed as provided by law.

**ARTICLE XIII**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

**ARTICLE XIV**

The initial officers of the corporation are:

ARLENE D. KLEIN	-	PRESIDENT
ARLENE D. KLEIN	-	SECRETARY

**ARTICLE XV**

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 6<sup>th</sup> day of May, 2001.

WITNESSES:

Deborah K. Hausman  
[Signature]

Arlene D. Klein  
ARLENE D. KLEIN

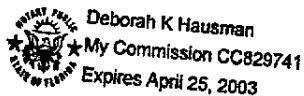
STATE OF FLORIDA )  
COUNTY OF PALE BEACH )  
Broward

BEFORE ME personally appeared ARLENE D. KLEIN, to me personally known, and who executed the foregoing instrument and acknowledged that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 6<sup>th</sup> day of May, 2001.

Deborah K. Hausman

Notary Public, State of Florida  
Commission No.

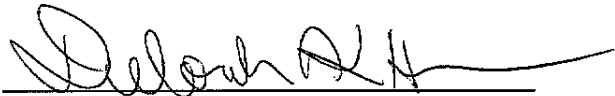


**DESIGNATION OF REGISTERED OFFICE  
AND REGISTERED AGENT  
AND ACCEPTANCE THEREOF**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. **A ROSE CAFE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the city of Parkland, County of Broward, State of Florida, has named Deborah K. Hausman located at 7000 West Palmetto Park Road, Suite 402, Boca Raton, FL 33433 as its agent to accept Service of Process within this State.

2. Having been named as registered agent and to accept service of process for the above stated corporation at the address designated in this certificate pursuant to the provisions of section 607, Florida Statutes, 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.



Deborah K. Hausman  
Registered Agent

5/6/01  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY -8 PM 12:25

FILED