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LAW & BUSINESS CENTER
STIRLING PLAZA
6702 STIRLING RD.
HOLLYWOOD, FL 33024
(954)894-8904 / Fax (954)894-8903

May 17, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
01 MAY 21 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: BeeCees Bakery & Cafe, Inc.

Dear Sirs:

Enclosed please find two original Articles of Incorporation and two original Certificates of Designation of Registered Agent.

Kindly file and forward a filed copy to my office the Law & Business Center at the above address.

I am enclosing a money order in the amount of \$78.75 to cover your fee.

Very Truly yours,

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-05/21/01 -01036--003
*****78.75 *****78.75

Jose F. Carreto/mk

Jose F. Carreto
JFC/mr
Enclosures

5-25-01

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s), for the purpose of forming of a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

BeeCees Bakery & Cafe, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*1130 SW 87 Ave.
Pembroke Pines, FL 33025*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares no par value

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Donald Charlton
1130 SW 87 Ave.
Pembroke Pines, FL 33025*

ARTICLE V INCORPORATORS

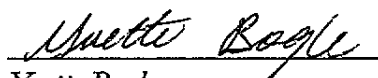
The name and address (es) of the incorporator(s) to these Articles of Incorporation are:

*Donald Charlton
1130 SW 87 Ave.
Pembroke Pines, FL 33025*

*Yvette Bogle
1130 SW 87 Ave.
Pembroke Pines, FL 33025*

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 17 day of May, 2001.


Donald Charlton


Yvette Bogle

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the Corporation is:

BeeCees Bakery & Cafe, Inc.

The name and address of the registered agent and office is:

Donald Charlton
1130 SW 87 Ave.
Pembroke Pines, Fl. 33025

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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.


Donald Charlton

Date: May 17, 2001