

P 01000072008

FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

Of Counsel:
Me DANIEL HOTTE*, LLL
*admitted to practice
only in the Province
of Quebec, Canada

July 16, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: EURO BREAD& CAFE' OF DAVIE, INC.

000004486050--0
-07/19/01--01059--011
*****87.50 *****87.50

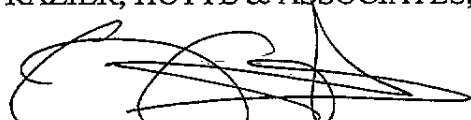
Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-captioned entity, along with this Firm's enclosed a check in the amount of \$87.50, representing the filing fee and cost for a Certified Copy of the Articles of Incorporation.

A stamped, self-addressed envelope is provided herein for your convenience in returning the Certified Copy.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,
FRAZIER, HOTTE & ASSOCIATES, P.A.


JOHN F. HOTTE, ESQUIRE

JFH:amd

Enclosures

Q:\docs\Annemarie\CORPORATE\Eurobread\DAVIE\SECSTATE.wpd

FILED
01 JUL 19 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~A. CHESSE~~ JUL 23 2001

ARTICLES OF INCORPORATION
OF
EURO BREAD & CAFÉ OF DAVIE, INC.

FILED
01 JUL 19 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JOHN F. HOTTE, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be EURO BREAD & CAFÉ OF DAVIE, INC. and the initial address of this Corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308.

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

JOHN F. HOTTE, ESQUIRE
FRAZIER, HOTTE & ASSOCIATES, P.A.
2400 East Commercial Blvd., Suite 826
Fort Lauderdale, FL 33308
(954) 928-1800
Fla. Bar No. 93385

Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if such Director were not such a director or officer of such other Corporation, or not so interested.

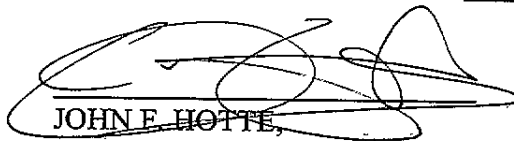
ARTICLE X

The private property of the Stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This Corporation shall indemnify and may insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17th day of July, 2001.

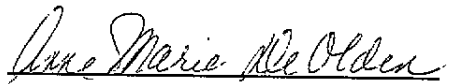

JOHN F. HOTTE,
Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JOHN F. HOTTE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed, and that I relied upon the following form of identification of the above-named person: Personal Knowledge and State of Florida Driver's License

WITNESS my hand and official seal in the State and County aforesaid, this 17th day of July, 2001.


Notary Public
Anne Marie DeOlden
My Commission R0039413
Expires December 08 2003

My Commission Expires:

Q:\docs\Annemarie\CORPORATE\Delphine, Inc\ARTICLES.wpd


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

In compliance with the laws of Florida, the following is submitted:

First, that EURO BREAD & CAFÉ OF DAVIE, INC., desiring to organize under the laws of the State of Florida, has named John F. Hotte, Esquire, 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, County of Broward, State of Florida 33308, as its Statutory Registered Agent.

Having been named the Statutory Registered Agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501, Florida Statutes.

DATED: this 17th day of July, 2001.


JOHN F. HOTTE, ESQUIRE
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 19 AM 10:54

FILED