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ACCOUNT NO. : 072100000032

REFERENCE : 597549 135010A

AUTHORIZATION :

COST LIMIT : \$ 78.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : September 24, 2001

ORDER TIME : 2:24 PM

ORDER NO. : 597549-005

CUSTOMER NO: 135010A

CUSTOMER: Ms. Pamela Korb
Roger L. Waltemyer, Esq

3443 Hancock Bridge Parkway
Suite 501
N. Fort Myers, FL 33903

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: TAKE 5 CAFE' & EATERY, INC.

EFFECTIVE DATE:

700004609437--8

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

10/24/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TAKE 5 CAFÉ & EATERY, INC.

The undersigned incorporator(s) to these Articles of Incorporation, are natural person(s) competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be TAKE 5 CAFÉ & EATERY, INC.

ARTICLE II

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz., the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

The authorized capital stock of this corporation shall be 100 shares of common stock having a par value of \$5.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall be \$500.00.

ARTICLE V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

ARTICLE VI

The names and post office address of the incorporator(s) to the Certificate of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
CHAD ELLIOT LUSK	1410 DEAN STREET, SUITE 100 FORT MYERS, FL 33901

The incorporator is over the age of eighteen years and is a resident of the State of Florida.

ARTICLE VII

The name and street address of the members of the first Board of Directors who shall hold

office for the first year of existence of the corporation or until successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

CHAD ELLIOT LUSK

1410 DEAN STREET, SUITE 100
FORT MYERS, FL 33901

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 directors, with the exact number to be established by the By-Laws.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders, and approved at a Stockholders Meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TAKE 5 CAFÉ & EATERY, INC. desiring to organize under the Laws of the State of Florida, with its registered office at 1410 Dean Street, Suite 100, Fort Myers, FL 33901 has

named CHAD ELLIOT LUSK of 1410 Dean Street, Suite 100, Fort Myers, FL 33901 as its registered agent to accept service of process within this State at the principal place of business at 1410 Dean Street, Suite 100, Fort Myers, FL 33901. The principal address and the registered agent address are the same.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 19th day of September, 2001.

As to all Incorporators:

<u><i>Daniel J. Korb</i></u> Witness	<u><i>Chad Elliot Lusk</i></u> CHAD ELLIOT LUSK
<u><i>Roger L. Waltemyer</i></u> Witness	

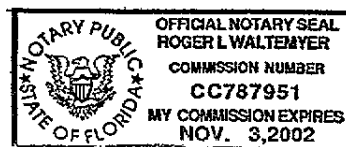
STATE OF FLORIDA

COUNTY OF LEE

Before me, the undersigned authority, personally appeared CHAD ELLIOT LUSK, to me known to be the person described in the foregoing Articles of Incorporation, who, after being duly sworn, deposes and says that he executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19th day of September, 2001.

Roger L. Waltemyer
Notary Public



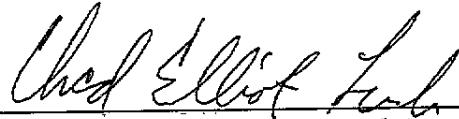
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ACKNOWLEDGMENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

A handwritten signature in cursive script, reading "Chad Elliot Lusk", written over a horizontal line.

CHAD ELLIOT LUSK, Registered Agent