

Division of Corporations

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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 : MORRIS A. LECOMPTE, P.A.
Account Number : 072100000461
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Fax Number : (727) 894-1023

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FLORIDA PROFIT CORPORATION OR P.A.**Willow's Gourmet Cafe, Inc.**

Certificate of Status	0
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N. Culligan, OCT 3 - 2001

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ARTICLES OF INCORPORATION
OF
WILLOW'S GOURMET CAFÉ, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
NAME

The name of the Corporation shall be Willow's Gourmet Café, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office and mailing address of the Corporation shall be 11085 - 51st Avenue North, St. Petersburg, Florida 33708.

ARTICLE III
REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 100 Second Avenue South, Suite 1201, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be MORRIS A. LECOMPTE.

ARTICLE IV
CAPITAL STOCK

The authorized capital stock of the Corporation shall be TEN THOUSAND (10,000) shares of common stock having a par value of \$.01 per share.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Name

Morris A. LeCompte

Address

Morris A. LeCompte, P.A.
100 Second Avenue South
Suite 1201
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 2nd day of October, 2001.

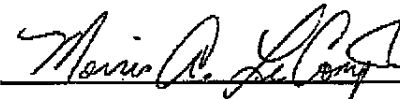


MORRIS A. LECOMPTE, Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: Willow's Gourmet Cafe, Inc.
2. The name and address of the registered agent and office is:
MORRIS A. LECOMPTE
Morris A. LeCompte, P.A.
100 Second Avenue South
Suite 1201
St. Petersburg, Florida 33701

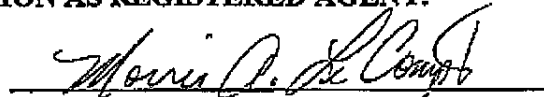


MORRIS A. LECOMPTE
Incorporator

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Dated this 2nd day of October, 2001.

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.



MORRIS A. LECOMPTE

Dated this 2nd Day of October, 2001.