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FLORIDA PROFTT CORPORATION OR P.A.

COTE SUD BISTRO, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
COTE SUD BISTRO, INC.,

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is COTE SUD BISTRO, INC.,

ARTICLE II

The existence of the corporation shall begin on the 8th day of October 2001.

ARTICLE III

The street address of the principal office of the Corporation is 9155 South Dadeland Boulevard, Suite 1412, Miami, Florida 33156.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2701 South Bayshore Drive, Suite 602, Coconut Grove, Florida 33133. The initial registered agent for the Corporation at that address is Richard Siegmeister.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

NameAddress

Olivier Flamant

9155 South Dadeland Boulevard
Suite 1412
Miami, Florida 33156.

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ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Richard Siegmeister 2701 South Bayshore Drive
Suite 602
Coconut Grove, Florida 33133-5360

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 5th day of October 2001.


Richard Siegmeister

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Richard Siegmeister

Date: October 5, 2001

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