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Alan J. Berman

2 Office Park Drive, Suite A
P. O. Box 352537
Palm Coast, FL 32135
Tel: (904) 446-1525
Fax: (904) 446-1789

October 6, 2001

Department of State
Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee FL 32314

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*****78.75 *****78.75

Re: SOUP KETTLE, INC.

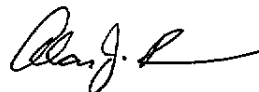
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order in the sum of \$78.75, which represents the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



Alan J. Berman

FILED
01 OCT -9 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AJB/j
enclosures

1. Bursan OCT 10 2001

ARTICLES OF INCORPORATION
OF
SOUP KETTLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be SOUP KETTLE, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including but not limited to, the operation of a restaurant.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 7 Ferguson Court, Palm Coast, Florida 32137, and the name of the Registered Agent is DEBORAH REILLY, of 7 Ferguson Court, Palm Coast, Florida 32137.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

DEBORAH REILLY - 7 Ferguson Court
Palm Coast, Florida 32137

THOMAS J. REILLY - 7 Ferguson Court
Palm Coast, Florida 32137

ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is DEBORAH REILLY, who resides at 7 Ferguson Court, Palm Coast, Florida 32137.

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve, and/or amend by-laws of the corporation and shall have the exclusive authority to formulate, approve, and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 7 Ferguson Court, Palm Coast, Florida 32137.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of October, 2001.


DEBORAH REILLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

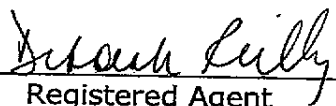
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

SOUP KETTLE, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, at 7 Ferguson Court, Palm Coast, Florida 32137, has named DEBORAH REILLY as its designated agent to accept service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office, as provided for in Florida Statutes 607.0505.

Dated this 6th day
of October, 2001.



Registered Agent
DEBORAH REILLY