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LAW OFFICES

BOUTWELL & CONNICK

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
POST OFFICE BOX 1186
DEERFIELD BEACH, FLORIDA 33441

EFFECTIVE DATE

10-5-01

ROBERT E. BOUTWELL, P.A.
A. THOMAS CONNICK, P.A.

TELEPHONE: (954) 428-0300
FACSIMILE: (954) 428-6506

October 8, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
01 OCT 10 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA
800004610068-0
-10/11/01-01022-012
*****78.75 *****78.75

Re: SHANNON NICOLE'S OASIS CAFÉ, INC.

Dear Ladies/Gentlemen:

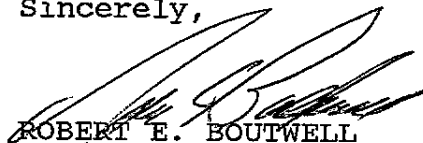
Enclosed please find the following with reference to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate Designating Resident Agent.
3. Check in the amount of \$78.75 to cover the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Resident Agent Fee.

Please file the originals and return a certified copy to me.

If you have any questions, please contact me.

Sincerely,


ROBERT E. BOUTWELL

REB/mn
Enclosures

7 paw
10/11/01

EFFECTIVE DATE

10-5-01

FILED

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ARTICLES OF INCORPORATION

SHANNON NICHOLE'S OASIS CAFÉ, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby enters into these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be SHANNON NICHOLE'S OASIS CAFÉ, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of one (\$1.00) dollar per share, fully paid and non-assessable.

ARTICLE V

The street address of this corporation's initial principal office is as follows:

504 Via DePalmas
Store #77
Boca Raton, Florida 33432

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the Bylaws, but shall never be fewer than one (1).

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The name and address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NANCY ALBERT	504 Via DePalmas Store #77 Boca Raton, Florida 33432
KELLY LYNN RILEY	504 Via DePalmas Store #77 Boca Raton, Florida 33432

ARTICLE VIII

The name and street address of the Incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NANCY ALBERT	504 Via DePalmas Store #77 Boca Raton, Florida 33432

ARTICLE IX

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

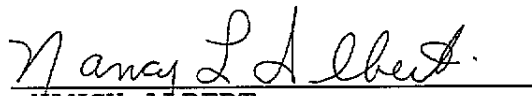
ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any right of the stockholders of this corporation is subject to this reservation.

ARTICLE XI

In accordance with Florida Statutes 607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed her hand and seal this 5 day of October, 2001.

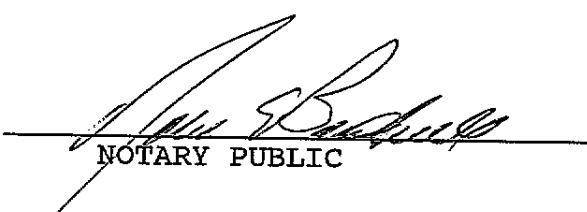

NANCY ALBERT

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared NANCY ALBERT, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they produced a Florida Drivers License and acknowledged before me that they signed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in Deerfield Beach, Florida, this 8 day of October, 2001.


NOTARY PUBLIC



Robert E. Boutwell
MY COMMISSION # CC701691 EXPIRES
March 6, 2002
MEMBER THRU TROY PAIN INSURANCE INC

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

SHANNON NICOLE'S OASIS CAFÉ, INC.

a corporation organized (or organizing) under the laws of the State of Florida with it's principal office at 504 Via DePalmas, Store #77
Boca Raton, FL 33432 (Royal Palm Plaza)
in the City of Boca Raton, County of Palm Beach State of Florida, has named NANCY ALBERT, located at:
733 SE 11th Ave.
(Street Address & Number of Bldg., P.O.Box address not acceptable)
City of Deerfield Beach, County of Broward
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
		504 Via DePalmas Store #77
<u>NANCY ALBERT</u>	<u>(P) (Treas.)</u>	<u>Boca Raton, Florida 33432</u>
		504 Via DePalmas Store #77
<u>KELLY LYNN RILEY</u>	<u>(Secty.V.Pres.)</u>	<u>Boca Raton, Florida 33432</u>

DIRECTORS:

	SPECIFIC ADDRESS
	504 Via DePalmas Store #77
<u>NANCY ALBERT</u>	<u>Boca Raton, Florida 33432</u>
	504 Via DePalmas Store #77
<u>KELLY LYNN RILEY</u>	<u>Boca Raton, Florida 33432</u>

By: Nancy L. Albert Pres.
(corporate officer)

FILED

01 OCT 10 PM 1:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing fee: \$3.00

Nancy L. Albert
(Resident Agent)