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Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.****JULIETTE'S CARRIBEAN CUISINE, INC.**

Certificate of Status	0
Certified Copy	1
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(7)

ARTICLES OF INCORPORATION  
OF  
JULIETTE'S CARRIBEAN CUISINE, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is JULIETTE'S CARRIBEAN CUISINE, INC.
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to be a take out restaurant and to engage in any legal activities authorized under the laws of the United States and the state of Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$ .01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:  
  
Stanley E. Johnson, Jr.  
9999 N E 2<sup>nd</sup> Avenue, Suite 218  
Miami Shores, FL 33138
6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Juliette M. Newell  
5825 Hallandale Beach Blvd  
Pembroke Park, FL 33023

Document Prepared by:  
STANLEY E. JOHNSON, JR., ESQ.  
9999 N E 2<sup>nd</sup> Avenue  
Suite 218  
Miami Shores, Florida 33138  
Tel. (305) 762-5901  
Florida Bar No. 472395

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**7. Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Juliette M. Newell  
204 Lake Point Drive, Apt 208  
Ft. Lauderdale, FL 33309

**8. Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Juliette M. Newell  
204 Lake Point Drive, Apt 208  
Ft. Lauderdale, FL 33309

**9. Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**10. Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

**11. Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

**12. Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1999), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be

counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation this 5<sup>th</sup> day of February, 2002.

Juliette M. Newell  
Juliette M. Newell, Incorporator

Stanley E. Johnson, Jr.  
Stanley E. Johnson, Jr., Registered Agent

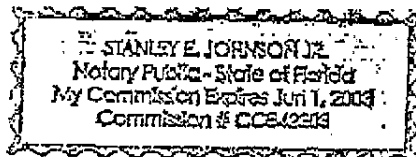
STATE OF FLORIDA     )  
                                      )  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority personally appeared Juliette M. Newell to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced FOL # N400-43353-945 as identification or        is personally known by me and he acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5 day of February, 2002.

Stanley E. Johnson, Jr.  
Notary Public  
State of Florida

My Commission Expires:



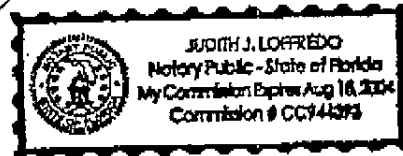
STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority personally appeared Stanley E. Johnson, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced \_\_\_\_\_ as identification or \_\_\_\_\_ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5 day of February, 2002.

My Commission Expires:

*Joseph J. Loffredo*  
NOTARY PUBLIC STATE OF FLORIDA



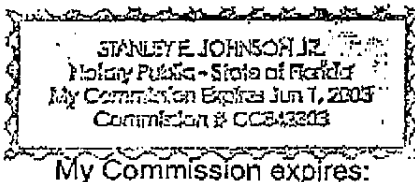
STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

The undersigned being the duly elected and acting Director/President for JULIETTE'S CARRIBEAN CUISINE, INC. does on behalf of JULIETTE'S CARRIBEAN CUISINE, INC. certify that she is familiar with and accepts the duties and responsibilities of Director/President for JULIETTE'S CARRIBEAN CUISINE, INC.

By: *Juliette M. Newell*  
NAME: JULIETTE M. NEWELL  
TITLE: Director/President

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 5 day of FEBRUARY, 2002 by Juliette M. Newell who has produced FDLH N400-433-53 -945-D as identification for JULIETTE'S CARRIBEAN CUISINE, INC. or \_\_\_\_\_ is personally known by me.



Stanley E. Johnson, Jr.  
Name: \_\_\_\_\_  
Notary Public

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

The undersigned being the duly elected and acting Register Agent for JULIETTE'S CARRIBEAN CUISINE, INC. does on behalf of JULIETTE'S CARRIBEAN CUISINE, INC. certify that he is familiar with and accepts the duties and responsibilities as Register Agent for JULIETTE'S CARRIBEAN CUISINE, INC.

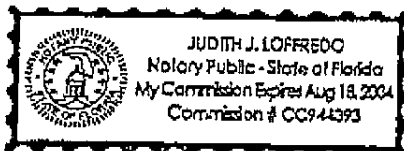
By: Stanley E. Johnson, Jr.  
Name: Stanley E. Johnson, Jr.  
Title: Register Agent.

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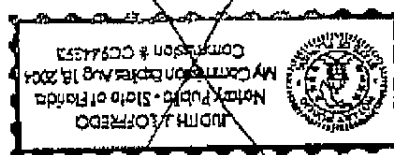
Articles of Incorporation  
Page 6STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 5 day  
of February, 2002 by Stanley E. Johnson, Jr., who has produced  
\_\_\_\_\_ as identification for JULIETTE'S CARRIBEAN CUISINE, INC.  
or X is personally known by me.



*Judith J. Loffredo*  
Name:  
Notary Public.

My Commission Expires:



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