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February 28, 2002

159 W. 53rd Street, Suite 20-B
New York, NY 10019

VIA FEDEX OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

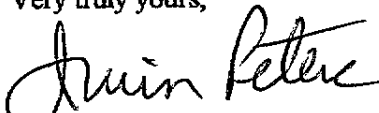
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*****78.75 *****78.75

Re: ARTICLES OF INCORPORATION OF RESTAURANT JADE, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for RESTAURANT JADE, INC. Please file and return a certified copy to this office. Also enclosed, please find check No. 6505 in the amount of \$78.75 to cover your required fees.

Very truly yours,


Irwin Peters

IP/rm
Enclosures

FILED
02 MAR -1, PM 12:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

03-11-02 /

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ARTICLES OF INCORPORATION
OF
RESTAURANT JADE, INC.

02 MAR -4 PM 12: 19
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is RESTAURANT JADE, INC.

ARTICLE II

The general power for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 1000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 246 NE 6th Avenue, Delray Beach, FL 33483. The name and address of the corporation's initial registered agent is Irwin Peters, 246 NE 6th Avenue, Delray Beach, Florida 33444.

ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than ten members. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
IRWIN PETERS	246 NE 6th Avenue Delray Beach, FL 33483

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Irwin Peters, 246 NE 6th Avenue, Delray Beach, Florida 33444

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

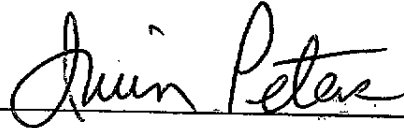
ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Dated this 28th day of February, 2002.



Irwin Peters, Incorporator

STATE OF NEW YORK

COUNTY OF New York

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} ss

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgment, personally appeared Irwin Peters, to me known to be the person described in and who executed the foregoing Articles of Incorporation of Restaurant Jade, Inc., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 28th day of February, 2002.


NOTARY PUBLIC

My Commission Expires:

(seal)

SUSAN B. SLATER-JANSEN
Notary Public, State of New York
No. 02515083053
Qualified in Kings County
Commission Expires August 4, 2004

FILED

02 MAR -4 PM 12: 10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That RESTAURANT JADE, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 246 NE 6th Avenue, Delray Beach, Florida 33444 has named Irwin Peters as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



IRWIN PETERS