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CARTER
THOMAS
LAW OFFICES LLP

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 24, 2002

VIA FEDERAL EXPRESS

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000005982350--0
-06/25/02-01085-002
*****78.75 *****78.75

Re: 1515 Street Café, Inc.

Dear Sirs:

Enclosed are the original Articles of Incorporation of the above corporation together with a firm check in the amount of \$78.75 to cover the filing fee, registered agent designation, and a certified copy. Please file the Articles as soon as possible and return a certified copy to us at the above address.

Should you have any questions, please call.

Sincerely,



Donald J. Thomas, Esq.
Enclosures

D. WHITE JUN 26 2002

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ARTICLES OF INCORPORATION

of

1515 STREET CAFE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I.

The name of the corporation is **1515 STREET CAFE, INC.**

ARTICLE II.

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III.

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

The Corporation is authorized to issue 1,000 shares of stock at One Cent (\$.01) par value. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all Stockholders ten (10) days prior to such issuance.

ARTICLE V.

The principal address of the Corporation shall be: **1515 S. Federal Hwy., Suite B-2
Boca Raton, FL 33432**

ARTICLE VI.

All corporate powers shall be executed by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall have one (1) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office until his successor shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Pamela A. Zaratini
1515 S. Federal Hwy., Suite B-2
Boca Raton, FL 33432

ARTICLE VII.

The Corporation may indemnify any present or former Officer or Director or person exercising powers and duties of a Director to the full extent now or hereafter permitted by law.

ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders if the Shareholders provide that the Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX.

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X.

The name and address of the Incorporator to these Articles of Incorporation is:

Pamela A. Zaratini
1515 S. Federal Hwy., Suite B-2
Boca Raton, FL 33432

ARTICLE XI.

The name and address of the initial Registered Agent of the Corporation is:

Donald J. Thomas
1200 North Federal Highway
Suite 312
Boca Raton, FL 33432

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TALLAHASSEE FLORIDA

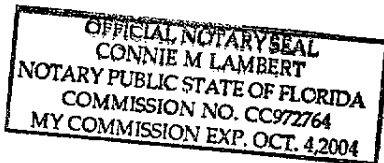
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation on this 20th day of June, 2002.



PAMELA A. ZARATIN, Incorporator

STATE OF FLORIDA :
COUNTY OF PALM BEACH : ss.

BEFORE ME, the undersigned authority, personally appeared PAMELA A. ZARATIN, who is personally known to me 20th or who has produced _____ as identification and who first, being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL in the County and State last aforesaid on 20th day of June, 2002.

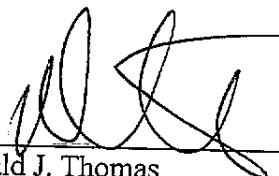



Notary Public, State of Florida
Printed Name of Notary: _____
Commission No.: _____
My Commission Expires: _____

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

DATED: June 20, 2002


Donald J. Thomas
Registered Agent