

Jeffrey S. Gerow, P.A.

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August 27, 2002

Secretary of State
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32301

RE: Monterey Bakery Cafe, Inc.

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-09/03/02--01010--001

*****78.50 *****78.50

Gentlemen:

With reference to the above matter enclosed please find two (2) signed original Articles of Incorporation for Monterey Bakery Cafe, Inc. along with my check in the amount of \$78.50 to cover the various filing fees.

Once the Articles of Incorporation have been recorded please return a filed copy to me.

Should you have any questions in this regard please do not hesitate to contact me.

Sincerely,


Jeffrey S. Gerow

Enclosure:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

T. SMITH SEP 09 2002

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**ARTICLES OF INCORPORATION
OF
MONTEREY BAKERY CAFE, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is: MONTEREY BAKERY CAFE, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The Corporation shall have the authority to issue 1,000 shares of common stock, all of one class, at one dollar par value.

ARTICLE V

The address of the initial registered office of the corporation is 4800 N. Federal Highway, Suite 307B, Boca Raton, Florida 33431 and the name of its registered agent at said address is Jeffrey S. Gerow, Esquire. The initial address for the corporation shall be 15135 Michelangelo Boulevard, Delray Beach, Florida 33446.

ARTICLE VI

The number of directors constituting its initial board of directors is one whose name and address is:

Les Denis
15135 Michelangelo Boulevard
Delray Beach, Florida 33446

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DIVISION OF CORPORATIONS
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ARTICLE VII

The name and address of the incorporator is:

Les Denis
15135 Michelangelo Boulevard
Delray Beach, Florida 33446

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

ARTICLE IX

Unless otherwise provided in the corporation's Bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 27 day of August, 2002.

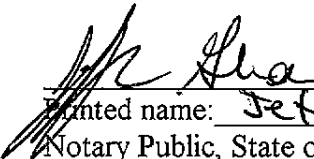



Les Denis

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared LES DENIS who to me is well known to be the person described in and who subscribed the above articles of incorporation and produced Fl. Driver's License as identification and freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in said county and state this 27th day of August, 2002.


Printed name: Jeffrey S. Gerow
Notary Public, State of Florida
MY COMMISSION EXPIRES:

 Jeffrey S. Gerow
Commission # CG 819051
Expires Apr. 10, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


JEFFREY S. GEROW

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