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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/09/02--01008--004
*****87.50 *****87.50

SUBJECT: A SLICE OF NEW YORK OF POINCIANA, INC.
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142
ORLANDO, FLORIDA 32809
(407) 856-1906

FILED
2002 OCT -9 AM 9:34
TALLAHASSEE FLORIDA

Note: Additional copy of Articles is needed only when certified copy is requested.

cf 10/10/02

EFFECTIVE DATE

10/7/02

FILED

2002 OCT -9 AM 9:34

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

A SLICE OF NEW YORK OF POINCIANA, INC.

ARTICLE I - NAME

The name of this Corporation is A SLICE OF NEW YORK OF POINCIANA, INC.

initial address: 884 Cypress Pkwy, Poinciana, Florida 34759.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on October 7, 2002.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Five (\$5.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is James G. Vella, 884 Cypress Pkwy, Poinciana, Florida 34759.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James G. Vella	884 Cypress Pkwy Poinciana, Florida 34759
Jane Calfayan	884 Cypress Pkwy Poinciana, Florida 34759

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the

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price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is
Jane Calfayan, 884 Cypress Pkwy, Poinciana, Florida 34759.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, in accordance
with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 7th day of October, 2002.


Jane Calfayan, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 7th DAY OF October, 2002.

By 
James G. Vella, Registered Agent

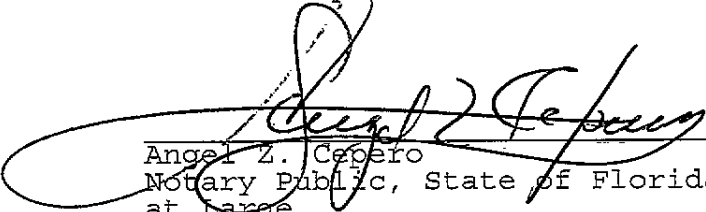
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Jane Calfayan, known to me and known by me to be the person who, as Incorporator of A SLICE OF NEW YORK OF POINCIANA, INC., and she acknowledged before me that she executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared James G. Vella, known to me and known by me to be the person who, as Registered Agent of A SLICE OF NEW YORK OF POINCIANA, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th, day of October, 2002.


Angel Z. Cepero
Notary Public, State of Florida
at Large

My Commission Expires:

