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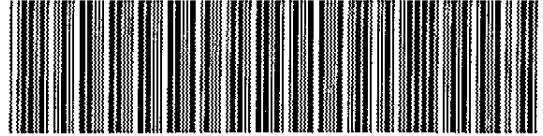
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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LAW OFFICES
STRACHER & STEVENS, P.A.

6363 NORTHWEST SIXTH WAY
SUITE 420
FORT LAUDERDALE, FLORIDA 33309

LES STRACHER
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E-MAIL: lastname@snslegal.com

of Counsel:
KURT S. HARMON
LAWRENCE P. KUVIN

December 31, 2002

Via UPS Next Day Air
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: R&S Cafe, Inc. / Incorporation
Our File No. 02-256

Gentlemen:

Enclosed are three (3) sets of the Articles of Incorporation for the above-referenced company, along with this firm's check in the sum of \$78.75, which represents the filing fee and fee for providing a certified copy of the filed document.

Please forward the Certificate of Incorporation to this office as soon as practicable. I have enclosed a UPS Airbill for your convenience.

Thank you for your assistance in this matter.

Very truly yours,


Les H. Stevens

LHS/ae
enclosures (check)

ARTICLES OF INCORPORATION

OF

R & S CAFÉ, INC.

FILED

03 JAN -2 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

R & S CAFÉ, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V
NAME AND ADDRESS OF CORPORATION & REGISTERED AGENT**

The street address of the Corporation's principal office and initial registered office of this Corporation in the State of Florida is 6363 NW 6th Way, Suite 160, Fort Lauderdale, Florida 33309, and the initial registered agent of this Corporation at that address shall be Ross Berger.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have a Board of Directors composed of that number of Directors determined in accordance with the provisions of the Bylaws.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one; and the name and address of the initial member of the Board of Directors is:


Ross Berger
6363 NW 6th Way, Suite 160
Fort Lauderdale, Florida 33309

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Ross Berger
6363 NW 6th Way, Suite 160
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this
30 day of December, 20 02.



Ross Berger

The undersigned, Ross Berger named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges familiarity with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.325.

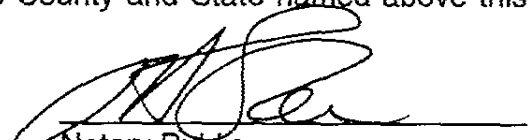


Ross Berger

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Ross Berger, to me known to be the person described as Incorporator in, and who executed, the foregoing Articles of Incorporation and he acknowledged executing said Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this
20 day of December, 2002.


Notary Public

My Commission Expires:

