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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-21-03  
dy

**Zimmerman  
& Zimmerman  
& Miceli, P.A.** ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN   STEPHEN L. ZIMMERMAN   LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.  
POMPANO BEACH, FLORIDA 33060  
(954) 941-5432  
(954) 941-0523 (FAX)

March 12, 2003

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Fla. 32399

Re: OVER EASY CAFE, INC..

Dear Sir:

I enclose herewith an original and one copy of the Articles of incorporation of the above referenced corporation, together with a resident agent's certificate.

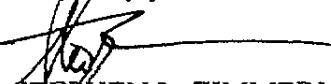
I also enclose my trust account check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee.....	\$35.00
Certificate of Res Agent.....	\$35.00

Please return a stamped copy.

Thank you for your cooperation in this matter, I am

Very truly yours,

  
STEPHEN L. ZIMMERMAN  
encls.  
SLZ/dm

# ARTICLES OF INCORPORATION

OF

OVER EASY CAFE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I

### CORPORATE NAME AND ADDRESS

The name of the Corporation shall be:

OVER EASY CAFE, INC.

The address of the corporation shall be:

318 East Oakland Park Blvd. Wilton Manors, FL 33334

## ARTICLE II

### NATURE OF CORPORATE BUSINESS

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

## ARTICLE III

### CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$1.00	Common

## ARTICLE IV

### PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same

kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

##### INITIAL REGISTERED AGENT

##### AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Stephen L. Zimmerman

INITIAL REGISTERED OFFICE: 737 East Atlantic Blvd. Pompano Beach, FL 33060

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The initial Director shall be: JOSE TRUJILLO, 318 East Oakland Park Blvd. Wilton Manors, FL 33334

#### ARTICLE VII

##### INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

NAME	ADDRESS
Stephen L. Zimmerman, Esq.	737 East Atlantic Blvd. Pompano Beach, FL 33060

#### ARTICLE VIII

##### BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE IX

##### INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director

to the fullest extent permitted by law.

## ARTICLE X

### AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI

### COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

IN WITNESS WHEREOF the undersigned incorporator of has executed these Articles of incorporation on March 12, 2003.



\_\_\_\_\_  
Stephen L. Zimmerman  
Incorporator

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

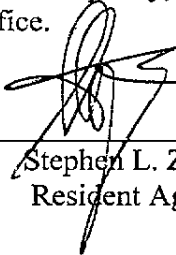
Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

OVER EASY CAFE, INC. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of incorporation in the city of Wilton Manors, county of Broward, State of Florida, has named Stephen L. Zimmerman, located in the city of Pompano Beach, county of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED: (Must be signed by designated agent)

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

By: \_\_\_\_\_

  
Stephen L. Zimmerman  
Resident Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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