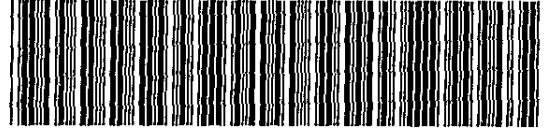


P03000051848

(Requestor's Name)

Lou Alf-0050

Phone 361 395-3855



VALERIE KANOUSE, PA - 80

370 CAMINO GARDENS BLVD # 300

Dept./Floor/Box/Room

900017865749

Boca Raton

State FL Zip 33432-5817

(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscribing to these Articles of Incorporation, a natural person over the age of 18 years, competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida:

ARTICLE 1, **Name:** The name of the corporation is:
BEANY'S 01, INC.

ARTICLE 2, **Nature of Business:** The nature and purpose of this corporation is to engage in any legal activities permitted in the State of Florida including operating a restaurant that caters for breakfast and lunch and serves sit down meals for lunch and services meals to go and delivery of meals for breakfast and lunch.

ARTICLE 3, **Term of Existence:** The term of existence of the corporation shall be perpetual.

ARTICLE 4, **Aggregate number and type of shares of stock which this corporation shall have authority to issue:** This corporation shall have authority to issue One Hundred (100) shares of no par value stock.

ARTICLE 5, **Preemptive Rights:** Corporate Shareholders shall have preemptive rights to purchase additional corporate shares.

ARTICLE 6, **Initial Post Office Address of Principal Office:** The initial post office address of the principal corporate office is: 126 NE 2nd Street, Boca Raton, Florida 33432

ARTICLE 7, **Initial Registered Office and Agent:** The initial Registered Agent and initial street address of the initial registered office of the corporation is: Milena M. Meier, 126 NE 2nd Street, Boca Raton, Florida 33432

ARTICLE 8, **Number of Directors:** The number of directors of this corporation shall be Three. The initial director and address of said Director is: Milena M. Meier, 126 NE 2nd Street, Boca Raton, FL 33432. Additional Directors shall be elected from time to time by the Shareholders of the corporation at the annual meeting of the corporation or at a special meeting duly called by the President of the corporation or by 51% or more of the shareholders of the corporation. Directors may be removed at a special meeting by a vote of 51% or more of the shareholders of the corporation. Directors shall serve until their successors are elected in accordance with the Bylaws of the corporation and applicable laws of the State of Florida.

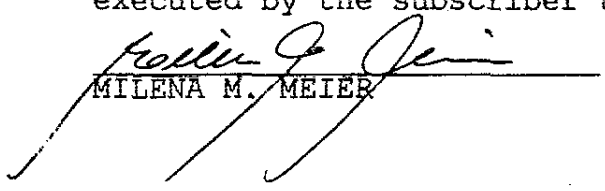
ARTICLE 9, **Name and address of each incorporator/subscriber, and the number of shares and value of consideration is:** Milena M. Meier, 126 NE 2nd Street, Boca Raton, FL 33432, 100 shares with a

value of \$1000.00.

ARTICLE 10, **Initial Capitalization:** Initial Capitalization of this corporation is \$1,000.00.

ARTICLE 11, **Bylaws:** Bylaws of the corporation may only be adopted or amended or modified by at least fifty-one percent (51%) of the outstanding shares of the stock of the corporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the subscriber this 5th day of May, 2003.


MILENA M. MEIER

Prepared by:
Louis J. Alfonso, Esq.
370 Camino Gardens Blvd, S-345
Boca Raton, Florida 33432
561/391-2611

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared MILENA M. MEIER, who was sworn, and who produced adequate identification, and to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this the 1st day of May, 2003.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission expires:



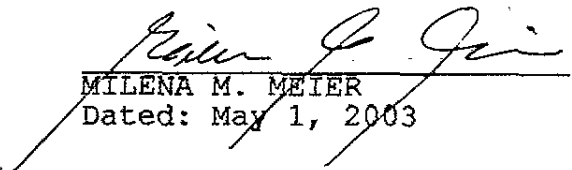
LOUIS J. ALFONSO
MY COMMISSION # DD 101149
EXPIRES: March 23, 2008
Bonded Thru Budget Notary Services

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

Pursuant to and in compliance with Chapter 48.091, Florida
Statutes, and the law in such case made and provided,

That whereas **BEANY'S 01, INC.**, desiring to organize under the
laws of the State of Florida with its registered office, as
indicated on the Articles of Incorporation at the City of Boca
Raton, County of Palm Beach, Florida, has named **MILENA M. MEIER**,
whose address is 126 NE 2nd Street, Boca Raton, Florida 33432 as
its agent to accept service of process within the State,

The undersigned, having been thus named to accept service of
process for the above state corporation at the place designated in
the certificate does hereby accept such designation and does hereby
agree to comply with the provisions of said law relative to keeping
open said office.


MILENA M. MEIER

Dated: May 1, 2003

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DIVISION OF CORPORATIONS
03 MAY -2 AM 10:00