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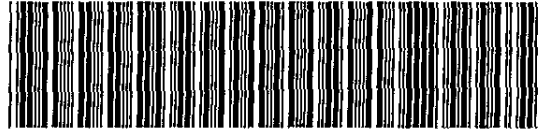
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May 15, 2003

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

Re: Cardio Café, Inc.  
Articles of Incorporation

Dear Clerk:

Enclosed is the original and one copy of the above-referenced Articles of Incorporation. We have also enclosed a check in the amount of \$78.75 for filing. Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Should you have any questions or need anything further, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

TEW, BARNES & ATKINSON, LLP

  
Linda B. Schumacher

LBS/me  
Enclosures

**ARTICLES OF INCORPORATION  
FOR  
CARDIO CAFÉ, INC.**

**ARTICLE I - NAME**

The name of this corporation shall be Cardio Café, Inc.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the corporation is Rebecca Bailey. The street address of the initial registered office of the corporation for service of process shall be 30701 U. S. 19, N., Palm Harbor, Florida 34684.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation initially shall have one director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial director of the corporation is:

Rebecca Bailey

30701 U. S. 19, N.  
Palm Harbor, FL 34684

**ARTICLE VII - INCORPORATOR**

The name and address of each incorporator of the corporation is:

Rebecca Bailey

30701 U. S. 19, N.  
Palm Harbor, FL 34684

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#### ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 30701 U.S. 19, N., Palm Harbor, Florida 34684. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

#### ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

#### ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

#### ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 2003.

Rebecca Bailey  
Rebecca Bailey

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of May, 2003, by Rebecca Bailey who is personally known to me or who has produced FLDL B400-737-68947-0 (type of identification) as identification.

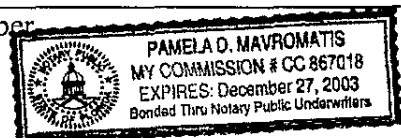
Pamela D. Mavromatis  
Signature of Person Taking Acknowledgment

(NOTARY SEAL)

Name of Acknowledger Typed, Printed or Stamped

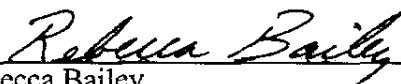
Notary Public, State of Florida

Notarial Serial Number



**NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Cardio Café, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 15 day of May, 2003.

  
\_\_\_\_\_  
Rebecca Bailey  
30701 U. S. 19, N.  
Palm Harbor, FL 34684

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