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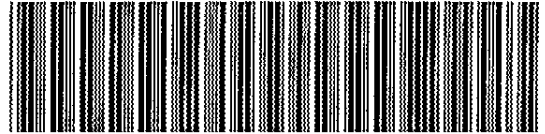
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RODGER J. FRIEDLINE

Attorney at Law
1756 University Blvd. South
Jacksonville, FL 32216

(904) 727-7850
Telephone

(904) 727-7849
Facsimile

SEPTEMBER
~~AUGUST~~ 19th 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: **CAFE MUSE & STUDIOS, INC.**
A Proposed Corporation

Dear Sir\Madam:

Enclosed herewith you will find an original of the proposed Articles of Incorporation for the above-referenced Corporation, which includes as Article VI thereof the required appointment of Registered Agent. The acceptance of the Corporation's Registered Agent Appointment is found on the signature page of the Articles. (A copy of the Articles is enclosed and I would request that you stamp and return same after filing.)

You will also find enclosed herewith a check in the amount of \$70.00 made payable to the Department of State to cover incorporation expenses.

Thanking you for your assistance and attention to this matter and with best regards, I am

Sincerely,

LAW OFFICE OF RODGER J. FRIEDLINE


RODGER J. FRIEDLINE

RJF/og
Enclosures as stated

Authority to use name enclosed.

August 20, 2003

To whom it may concern:

Edward C. Powers and Denise M. VonBlohn of 10275 St. Augustine Rd. Apt. #404, Jacksonville, Florida 32257, give authority and consent to incorporate and use the name Café Muse & Studios which is fictitious name register # G03077900241 as a Florida Corporation. This authority is given to Edward and Denise as the incorporates.

Edward C. Powers



Denise M. VonBlohn



**ARTICLES OF INCORPORATION
OF
CAFE MUSE & STUDIOS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned Subscribers, natural persons, competent to contract, desire to form a Corporation under the laws of the State of Florida, and hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME

The name of the Corporation is **CAFE MUSE & STUDIOS, INC.**, and the principal office and address is: **1116 EAST WALNUT STREET JACKSONVILLE, FL 32206.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this Corporation shall have and may exercise all the powers now and hereafter conferred by the laws of the State of Florida and acts

amendatory thereof and supplemental thereto upon Corporations formed under the laws of said State.

ARTICLE III. CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) all of one class, namely common stock, and the par value of each such share is One (\$1.00) Dollar amounting in the aggregate to Five Thousand (\$5,000.00) Dollars.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The Corporation shall begin its existence on the date these Articles of Incorporation are filed, and the duration of the Corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1116 EAST WALNUT STREET JACKSONVILLE, FL 32206, and the name of its initial Resident Agent at such address is EDWARD C. POWERS.

ARTICLE VII. DIRECTORS

This Corporation shall have two (2) Directors, initially. The number of Directors may be changed from time to time by the By-laws, adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the Initial Directors are as follows:

EDWARD C. POWERS

DENISE M. VONBLOHN

1116 EAST WALNUT STREET
JACKSONVILLE, FL 32206

ARTICLE IX. SUBSCRIBERS

The name and post office address of the Subscribers to these Articles of Incorporation is as follows:

EDWARD C. POWERS

DENISE M. VONBLOHN

1116 EAST WALNUT STREET
Jacksonville, FL 32206

ARTICLE X. PREEMPTIVE RIGHTS

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or


2. Any obligations that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares or its stock of any class or classes.

ARTICLE XI. AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any Amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Subscriber hereinbefore named, for the purposes of forming a Corporation pursuant to Chapter 607, Florida Statutes, has signed and

acknowledged the Articles of Incorporation at Jacksonville, Duval County, Florida this 22nd day of AUGUST, A. D., 2003.


EDWARD C. POWERS



DENISE M. VONBLOHN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF RESIDENT AGENT

I, EDWARD C. POWERS, having been named to accept the service of process for CAFE MUSE & STUDIOS, INC., certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of Florida relative to keeping said office open.

DATED at Jacksonville, Duval County, Florida, this 22nd day of AUGUST, 2003.


EDWARD C. POWERS

STATE OF FLORIDA

COUNTY OF DUVAL

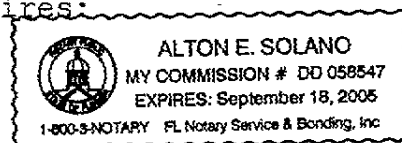
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared EDWARD C. POWERS, personally known to me to be the person described as Resident Agent in and who executed the foregoing Articles of Incorporation, and after having taken an oath,

acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 22nd day of AUGUST, 2003.

Alton E. Solano

Notary Public, State of Florida at Large.
My Commission Expires:



STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared EDWARD C. POWERS and DENISE M. VONBLOHN, Personally known to me to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 22nd day of AUGUST, 2003.

Alton E. Solano

Notary Public, State of Florida at Large.
My Commission Expires: Sept 18, 2005