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From:

Account Name

: ACCOUNTING AND TAX SOLUTIONS, INC.

Account Number : I20020000160 Phone

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FLORIDA PROFIT CORPORATION OR P.A.

MEL'Z PLACE, INC

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February 5, 2004

ACCOUNTING AND TAX SOLUTIONS, INC.

SUBJECT: MEL'S CAFE, INC

MEL'Z PLACE, INC

REF: W04000004997

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Tracy Smith Document Specialist New Filings Section FAX Aud. #: H04000021643 Letter Number: 004A00007758

MEL'Z PLACE, INC

ARTICLES OF INCORPORATION

In compliance with chapter 607 and/or chapter 621, F.S. (Profit)

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act. Hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

MEL'Z PLACE, INC

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

P.O. BOX 453703 Miami, Fla 33245

ARTICLE III- PURPOSE

The purpose for which the corporation is organized is: Sale of food and beverage and any all lawfull business

ARTICLE IV-SHARES

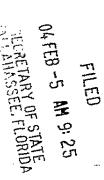
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares with a par value of U.S. \$1.00

<u>ARTICLES V - INITIAL REGISTERED AGENT AND STREET ADDRESS</u>

The name and address of the initial registered agent is:

Bertha C. Garcia 1943 SW 8th Street Miami, Fl 33135



ARTICLE V I- INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jorge Zelaya
P.O Box 453703
Miami, Fla 33245

The undersigned Incorporator has executed these Articles of incorporation this 29 of January

ARTICLE VII - DIRECTORES (S)

The name(s) and street address (es) of the director(s) to these Articles of Incorporation is (are):

Jorge Zelaya
President
P. O. Box 453703
Miami, Fla 33245
(100% ownership)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

,

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered Agent.

Registered Agent Signature

Date

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