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E. THOMAS FISHER, JR.

Attorney and Counselor at Law

821 SIXTEENTH STREET NORTH
ST. PETERSBURG, FLORIDA 33705

TELEPHONE (727) 821-5700
FAX (727) 821-2751
email: etfisher@tampabay.rr.com

February 25, 2005

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

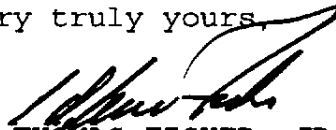
Re: Incorporation of City's Cafe and Market Place, Inc.

Ladies and Gentlemen:

I am transmitting herewith Articles of Incorporation of City's Cafe and Market Place, Inc., together with check payable to your order in the amount of \$87.50 for the filing fee, designation of resident agent, certified copy and certificate of status.

If anything additional is needed please do not hesitate to contact me.

Very truly yours,



E. THOMAS FISHER, JR.

ARTICLES OF INCORPORATION
OF
CITY'S CAFE AND MARKET PLACE, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article I

The name of this corporation shall be City's Cafe and Market Place, Inc.

Article II

The address of the principal office shall be 11140 4th St. No., St. Petersburg, FL 33716 and the mailing address of the corporation shall be 11140 4th St. No., St. Petersburg, FL 33716.

Article III

The number of shares the corporation is authorized to issue is Five Hundred (500), of one class of voting common stock having a par value of \$1.00 per share.

Article IV

The street address of the corporation's initial registered office is 11140 4th St. No., St. Petersburg, FL 33716 and the name of its initial registered agent at that office is Steven B.

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City's Cafe and Market Place, Inc.

Johnston, the registered agent's written acceptance being
attached hereto.

Article V

The name and address of the incorporator is as follows:

Steven B. Johnston
11140 4th St. No.
St. Petersburg, FL 33716

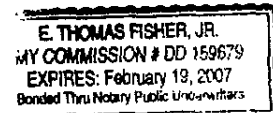
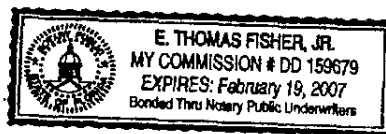
IN WITNESS WHEREOF, the Incorporator has signed these
Articles of Incorporation this 24th day of February, 2005.


STEVEN B. JOHNSTON

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this
24th day of February, 2005, by Steven B. Johnston, who produced
_____ as identification or if blank, who
is personally known to me.


NOTARY PUBLIC



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City's Cafe and Market Place, Inc.

ACKNOWLEDGEMENT:

Having been named as registered agent of City's Cafe and Market Place, Inc., I hereby agree to act in this capacity, and to comply with the provision of said Florida law to keeping open the registered office. I am familiar with and accept the obligations of resident agent.


STEVEN B. JOHNSTON

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