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FLORIDA PROFIT CORPORATION OR P.A.

elia's kitchen, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ELIA'S KITCHEN, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be ELIA'S KITCHEN, INC.

ARTICLE II. NATURE OF BUSINESS

This Corporation shall engage in operating a restaurant that is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this corporation is 12391 N.E. 6th Avenue, North Miami, Florida 33161. The mailing address is the same.

ARTICLE IV. INCORPORATORS

The name and address of the incorporators of this corporation are:

LOUISE E. POINT
12391 N.E. 6th Avenue
North Miami, Florida 33161

ARTICLE V. PRESIDENT

The initial President of the corporation shall be LOUISE E. POINT whose address shall be 12391 N.E. 6th Avenue, North Miami, Florida 33161.

Prepared By: Sandra Duchaine-Baker, Esq.
3848 Sheridan Street
Hollywood, Florida 33021
(954) 965-5002

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ARTICLE VI. VICE PRESIDENT

The initial Vice President of the corporation shall be EMMANUEL POINT whose address shall be 12391 N.E. 6th Avenue, North Miami, Florida 33161.

ARTICLE VII. SECRETARY

The initial Secretary of the corporation shall be LOUISE E. POINT whose address shall be the same as the principal office of the corporation.

ARTICLE VIII. TREASURER

The initial Treasurer of the corporation shall be LOUISE E. POINT whose address shall be the same as the principal office of the corporation.

ARTICLE IX. CORPORATE CAPITALIZATION

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

ARTICLE X. POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI. TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII. TITLE

The Corporation, to the extent permitted by the law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or

other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 12391 N.E. 6th Avenue, North Miami, Florida 33161. The name of the initial registered agent of the Corporation shall be LOUISE E. POINT.

ARTICLE XIV. BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XVII. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE XVIII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

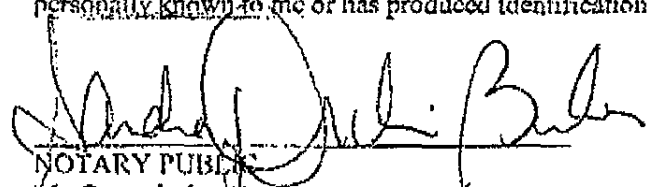
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 11th day of March, 2005.


LOUISE E. POINT
Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing Articles of Incorporation of FLIA'S KITCHEN, INC. acknowledged before me this 11th day of March, 2005 by LOUISE E. POINT who is personally known to me or has produced identification driver's license.


NOTARY PUBLIC
My Commission Expires:



Sandra Duchaine-Baker
My Commission DD220026
Expires June 05, 2007

TOTAL P.06

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ACKNOWLEDGMENT OF REGISTERED AGENT

LOUISE E. POINT having a business office located at which is the business office identical with the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: Louise E. Point
LOUISE E. POINT

Date: March 11, 2005

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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