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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
05 JUN -1 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

nono's caffe, inc.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

We, the undersigned, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation, in accordance with the laws of the State of Florida, this Articles of Incorporation, as by law provided.

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ARTICLE I

The name of this corporation shall be:

NONO'S CAFFE, INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The authorized capital stock of this corporation shall consist of one class; namely, COMMON STOCK.

The authorized capital stock of this corporation shall consist of 100 shares of common stock, par value \$ 1.00.

Each share of common stock shall be entitled to one vote at all meetings of stockholders of the corporation.

ARTICLE IV

The corporation shall have perpetual existence.

Prepared by: Ana M. Castro, Accountant
921 SW 27 Avenue Suite 2C
Miami, FL 33135
Ph: (305)642-2070

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ARTICLE V

The amount of capital with which this corporation shall begin shall be \$ 100.00

ARTICLE VI

The principal place of business of the corporation shall be:

10802 NW 58TH STREET
MIAMI, FL 33178

ARTICLE VII

The number of the Board of the Directors of this corporation shall be not less than one person. The names and Post Office address of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

HAROLD MARTINEZ
10802 NW 58TH STREET
MIAMI, FL 33178

PRESIDENT

EDWIN A. LEIVA
10802 NW 58TH STREET
MIAMI, FL 33178

VICE-PRESIDENT

ARTICLE VIII

The names of the initial Shareholder (s) of the Corporation as well as their respective shares are:

VALUE

HAROLD MARTINEZ
10802 NW 58TH STREET
MIAMI, FL 33178

50 SHARES \$50.00 - 50%

EDWIN L. LEIVA
10802 NW 58TH STREET
MIAMI, FL 33178

50 SHARES \$50.00 - 50%

ARTICLE IX

The names and post office address of each subscriber to the Certificate of Incorporation are as follows:

HAROLD MARTINEZ
10802 NW 58TH STREET
MIAMI, FL 33178

EDWIN L. LEIVA
10802 NW 58TH STREET
MIAMI, FL 33178

ARTICLE X

The incorporator hereby agrees to be bound by and to proceed under the provisions of Section 1244, Internal Revenue Code.

ARTICLE XI

GENERAL PROVISIONS: (A) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(B) The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders to the corporation.

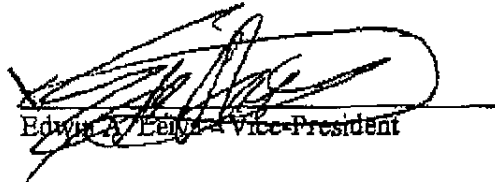
(C) Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(D) The corporation shall, at the first meeting of the stockholders, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations as they may deem expedient or necessary for the regulation of the business and the conduct of the affairs of the corporation, and such other provisions as they may deem necessary for creating, dividing, limiting and regulating power of the corporation and its stockholders and the Board of Directors and Officers and their tenure of office; providing such rules and regulations are not contrary to the laws of the State of Florida and this Certificate.

(E) These Articles may be amended, provided every amendment be approved by a majority of the Board of Directors and stockholders.

SUBSCRIBED at Miami, Dade County, Florida, this 31th day of May, 2005.


Harold Martinez - President


Edwin A. Ely - Vice-President

TOTAL P.06

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That:

NONO'S CAFFE, INC.

desiring to organize under the laws of the State of Florida, with its principal office at:

10802 NW 58TH STREET
MIAMI, FL 33178

And has appointed:

HAROLD MARTINEZ
10802 NW 58TH STREET
MIAMI, FL 33178

As its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Harold Martinez
Harold Martinez - Agent

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