

**Electronic Articles of Incorporation
For**

P05000104340
FILED
July 26, 2005
Sec. Of State
shawkes

CELIA'S ON THE BAY, INC.,

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CELIA'S ON THE BAY, INC.,

Article II

The principal place of business address:

801 BRICKELL BAY DRIVE
SUITE 470
MIAMI, FLORIDA, . 33131

The mailing address of the corporation is:

801 BRICKELL BAY DRIVE
SUITE 470
MIAMI, FLORIDA, . US 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100 SHARES

Article V

The name and Florida street address of the registered agent is:

JUAN ABEL BARROSO PINO
801 BRICKELL BAY
SUITE 470
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JUAN ABEL BARROSO PINO

Article VI

The name and address of the incorporator is:

JUAN ABEL BARROSO PINO
801 BRICKELL BAY DRIVE
SUITE 470
MIAMI, FLORIDA 33131

Incorporator Signature: JUAN ABEL BARROSO PINO

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JUAN ABEL BARROSO PINO
801 BRICKELL BAY DRIVE, SUITE 470
MIAMI, FL. 33131 US

Article VIII

The effective date for this corporation shall be:

07/26/2005