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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

FLORIDA PROFIT CORPORATION OR P.A.

moonlite bar & grill of south florida, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MOONLITE BAR & GRILL OF SOUTH FLORIDA, INC.

ARTICLE I.

CORPORATE NAME

The name and address of this corporation shall be:

MOONLITE BAR & GRILL OF SOUTH FLORIDA, INC.
18090 Collins Avenue
SUNNY ISLES BEACH, FLORIDA 33160

ARTICLE II.

NATURE OF CORPORATION BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of Five Hundred (500) Shares of Stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

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TALLAHASSEE, FLORIDA

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RAY STRAUSS
17270 NE 19th Avenue
North Miami Beach, FL 33162

ARTICLE V.

The Corporation and the officers are to be considered as eligible for the Conditions under Section 1244 of the Internal Revenue Code.

ARTICLE VI.

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

NAME	ADDRESS
Iyuba Goldin, President	18090 Collins Avenue Sunny Isles Beach, Florida 33160
Ella Karlitsky, Treasurer	18090 Collins Avenue Sunny Isles Beach, Florida 33160

The members of the first Board of Directors shall hold office until the first annual Meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATORS

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

ADDRESS

Lyuba Goldin

18090 Collins Avenue
Sunny Isles Beach, Florida 33160

The undersigned incorporator, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

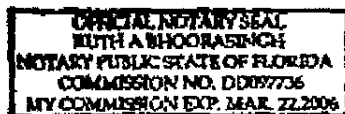
LYUBA GOLDIN (SEAL)
LYUBA GOLDIN

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.:

BE IT REMEMBERED that on this 1st day of AUGUST, 2005

before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared LYUBA GOLDIN, to me known to be the person described as incorporator in the foregoing Articles of Incorporation and acknowledged before me that she executed said Articles of Incorporation.

My commission expires:



Ruth A. Bhooarasingh
NOTARY PUBLIC

RUTH A. BHOOARASINGH
Print Name:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

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

First --- That MOONLITE BAR & GRILL OF SOUTH FLORIDA, INC.
desiring to organize under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at City of Sunny Isles, County of
MIAMI-DADE, State of FLORIDA, has named RAY STRAUSS.
located at 17270 NE 19th Avenue
City of North Miami Beach, County of Miami-Dade,
State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

By: 

RAY STRAUSS
(Registered Agent)

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