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FLORIDA PROFIT/NON PROFIT CORPORATION

worth avenue's gardens cafe, inc.

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January 30, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: WORTH AVENUE'S GARDENS CAFE, INC.
REF: W06000004550

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article VII is missing.

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ARTICLES OF INCORPORATION
OF
WORTH AVENUE'S GARDEN CAFE, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I
NAME

The name of this corporation is: Worth Avenue's Garden Cafe, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

240 Worth Avenue, #3
Palm Beach, Florida 33480

ARTICLE III
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV
PURPOSE

This corporation is organized for the primary purpose of operating a salad, sandwich and coffee café and restaurant, and all things necessary and related thereto for the lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance or such purposes or objects of the Corporation; and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and of the purposes of transacting any and all lawful business.

George D. Psoinos, P.A.
1655 Palm Beach Lakes Blvd., Suite 106
West Palm Beach, FL 33401
Florida Bar #339857
(561- 640-9010)

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The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue a maximum of 100 shares of a common class stock having \$.01 par value per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

240 Worth Avenue, #3
Palm Beach, Florida 33480

The name of the initial registered agent of this corporation at that address is:

Ronald A. Raulerson

ARTICLE VII
INCORPORATOR

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Ronald A. Raulerson
240 Worth Avenue, #3
Palm Beach, Florida 33480

ARTICLE VIII
INITIAL DIRECTOR

The name and mailing address of the initial director of the Corporation is:

Ronald A. Raulerson
240 Worth Avenue, #3
Palm Beach, Florida 33480

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 26th day of January, 2006.



Ronald A. Raulerson

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 26th day of January, 2006, by Ronald A. Raulerson, as Incorporator, who is personally known to me/who has produced Florida drivers license as identification and who ~~did~~ did not take an oath.



Notary Public
Printed Name:
My Commission Expires:

DAVID R. SCHWARTZ
Notary Public, State of Florida
My Commission Expires Oct. 27, 2009
Commission No. DP 466023
Bonded thru The Dyer's Agency

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CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Worth Avenue's Garden Cafe, Inc., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 26th day of January, 2006.



Ronald A. Paulerson
240 Worth Avenue, #3
Palm Beach, Florida 33480

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