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FLORIDA PROFIT/NON PROFIT CORPORATION

CHAYA, INC.

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ARTICLES OF INCORPORATION OF
CHAYA INC.
UNDER CHAPTER 607 OF
THE FLORIDA STATUTES

Wormser, Kiely, Galef & Jacobs LLP
825 Third Avenue
New York, New York 10022
Attention: Jennifer L. Marlborough, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHAYA INC.**

The undersigned, for the purpose of forming a corporation pursuant to Chapter 607 of the Florida Statutes, hereby certifies:

Article I: Name. The name of the corporation is: Chaya Inc. (the "Corporation").

Article II: Principal Office. The principal place of business and mailing address of the Corporation is: 247 S.W. 8th Street, Miami, Florida 33130.

Article III: Purposes. The purposes for which the Corporation is formed are to engage in any lawful activity or act for which corporation may be organized under the Florida Statutes, provided however that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

Article IV: Number of Shares. The aggregate number of shares which the Corporation shall have authority to issue is one class of two hundred (200) shares, each having no par value.

Article V: Registered Agent. The name of the initial registered agent is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

Article VI: Incorporator. The name and address of the incorporator is Jennifer L. Marlborough, c/o Wormser, Kiely, Galef & Jacobs LLP, 825 Third Avenue, 26th Floor, New York, New York 10022.

IN WITNESS WHEREOF, the undersigned, being of the age of eighteen years or over, has signed the Articles of Incorporation on May 11, 2006, and affirms that the statements made in this Articles of Incorporation are true under the penalties of perjury.


Jennifer L. Marlborough, Incorporator

IN WITNESS WHEREOF, having been named as registered agent to accept service of process for the above stated corporation at the place designed in this Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: May 12th, 2006


Harry B. Davis
Asst. Vice President

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