

United States
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Palm Harbor, Florida

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ANTHONY G. BOSSONE
1706 Alternate 19 Suite 104
Palm Harbor, FL 34683

Reply to:
P.O. Box 1194
Palm Harbor, FL 34687-1194

Jan 1 1994
Seal of the
Division of Corporations
Post Office Box 127
Tallahassee, Florida 32314

POSTAGE WILL BE PAID BY ADDRESSEE
01 24 94 1109 001
*****31.00 *****31.00

RE: CAFE CLASSIQUE, INC.


Dear Sir,

Enclosed please find original and copy of Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the filing.

Please file the charter, and send a date stamped copy to my office.

Should you have any questions, please advise.

Very truly yours,


Anthony G. Bossone

AGB/hr
Enclosures: as stated

COMMUNICATIONS SECTION
JAN 24 1994

ARTICLES OF INCORPORATION
OF
CAFE CLASSIQUE, INC.

FILED
05 JAN 25 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: Cafe Classique, Inc.

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of doing business and mailing address of this corporation shall be:

2706 Alternate 19 North, Suite 108
Palm Harbor, FL 34683

ARTICLE III - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, hold, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) to enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such

other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

1,000

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Three Thousand Dollars (\$3000.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED AGENT

The Initial Registered Agent of this corporation is to be:

Mi Hui Bader
455 Alternate 19 South, #197
Palm Harbor, Florida 34683

ARTICLE VIII - DIRECTORS

The Corporation shall have the number of directors as shown below in Article IX, initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Mi Hui Bader
455 Alternate 19 South, #197
Palm Harbor, Florida 34683

ARTICLE X - INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation are as follows:

Mi Hui Bader
455 Alternate 19 South, #197
Palm Harbor, Florida 34683

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's Office.

ARTICLE XII - AMENDMENT

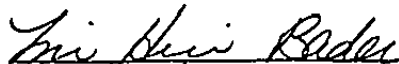
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the code.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida on the date below written.

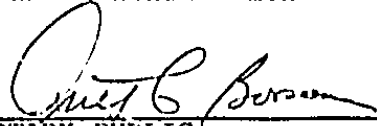
Date:


Mi Hui Bader

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared the above-named person(s) to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

The foregoing instrument was acknowledged before me this the 16th day of January, 1995 by Mi Hui Bader who produced FLDL# B 360-548-56-562-0 as identification and who did take an oath.



NOTARY PUBLIC

CAFE CLASSIQUE, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE



ANTHONY G BOSSONE
My Commission CO403008
Expires Aug. 04, 1998
Bonded by FMI
800-422-1556

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in Designating the Registered office/Registered Agent, in the State of Florida.

1. The name of the corporation is CAFE CLASSIQUE, INC.
2. The name and physical address of the Registered Agent and office is:

Mi Hui Bader
455 Alternate 19 South, #197
Palm Harbor, Florida 34683

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered

Agent an agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida, relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Mi Hui Bader
MI HUI BADER
455 Alternate 19 South, #197
Palm Harbor, FL 34683
(813) 789-1567
Date: 1/16/95

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this the 16th day of January, 1995, by MI HUI BADER, who produced FLDL#13360-548-56-567-0 as identification and who did take an oath.

Anthony G. Bossone
Notary Public

My Commission expires:



ANTHONY G BOSSONE
My Commission CC403092
Expires Aug. 24, 1998
Bonded by HAI
800-422-1555

FILED
95 JAN 23 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA