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LEIBY FERENCIK LIBANOFF AND BRANDT

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IRA L. LIBANOFF
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PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

WESTSIDE CORPORATE CENTER
150 S. PINE ISLAND ROAD, SUITE 400
FORT LAUDERDALE, FL 33324

DADE (305) 949-8003
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FAX (305) 474-7343

March 20, 1995

Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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-03/22/95--01036--018
****122.50 ****122.50

RE: Articles of Incorporation for AFTERNOON TEA COMPANY

Gentlemen:

Enclosed herewith are original and one copy of Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles and endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$122.50 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Very truly yours,

Robert E. Ferencik, Jr.
ROBERT E. FERENCIK, JR.

RcFjr/fc
Encls./\$122.50 check

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ad678
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95 MAR 30 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 23, 1995

ROBERT E. FERENCIK JR.
150 SO. PINE ISLAND ROAD STE. 400
FORT LAUDERDALE, FL 33324

SUBJECT: AFTERNOON TEA COMPANY
Ref. Number: W95000006425

We have received your document for AFTERNOON TEA COMPANY and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 195A00013089

ARTICLES OF INCORPORATION
OF
AFTERNOON TEA COMPANY

FILED
95 JUN 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name and mailing address of this Corporation shall be:

AFTERNOON TEA COMPANY
1718 S.E. 13TH STREET
FORT LAUDERDALE, FLORIDA 33316

ARTICLE II
NATURE OF CORPORATE 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 1000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

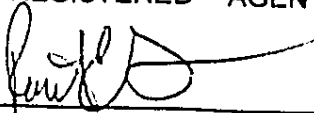
ARTICLE IV
INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

ROBERT E. FERENCIK, ESQ.
and the registered post office address is:
150 SOUTH PINE ISLAND ROAD, SUITE 400
FORT LAUDERDALE, FLORIDA 33324

to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.


ROBERT E. FERENCIK, JR., ESQ.

ARTICLE V

BOARD OF DIRECTORS

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 Director(s) at any time.

ARTICLE VI

INITIAL DIRECTORS

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

PATRICE A. TEDESCO
1718 S.E. 13TH STREET
FORT LAUDERDALE, FLORIDA 33316

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until a successor is elected.

ARTICLE VII

INCORPORATORS

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

PATRICE A. TEDESCO
1718 S.E. 13TH STREET
FORT LAUDERDALE, FL 33316

ARTICLE VIII

COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


PATRICE A. TEDESCO

FILED
95 MAR 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA