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TO DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

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LTC CO

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1492 W FLAGLER ST

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302-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CHOICE BISIRO CAFE, INC.

FAX AUDIT NUMBER: H95000004802

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ARTICLES OF INCORPORATION
OF
CHOICE BISTRO CAFE, INC.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME AND MAILING ADDRESS

The name of the corporation is **CHOICE BISTRO CAFE, INC.**, and the corporation's initial mailing address is 2000 South Dixie Highway, Suite 210 - A, Miami, FL 33133.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock, each share having a par value of One Dollar (\$1.00).

This document prepared by:

Leonard A. Sands, Esquire
Fla. Bar # 257583
3225 AVIATION AVE., # 500
COCONUT GROVE, FL 33133
(305) 285.1500

LAW OFFICES OF SANDS & MOSKOWITZ, P.A. SUITE 200 BAYVIEW PLAZA 3225 AVIATION AVENUE, COCONUT GROVE, FLORIDA 33133 • TEL. (305) 285-4800

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3225 Aviation Avenue, Suite 300, Coconut Grove, Florida 33133, and the name of the initial registered agent of this corporation at that address is LEONARD A. SANDS, ESQUIRE.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Geri Ben Tov

2000 South Dade Highway
Suite 210 - A
Miami, FL 33133.

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: GERI BEN TOV, 2000 South Dade Highway, Suite 210-A, Miami, Florida 33133.

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which such shares are offered to others.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors thirty (30) days in which to place it with the stockholders.

LAW OFFICES OF SANDS & KOPPELWITZ, P.A. SUITE 200 BAYVIEW PLAZA 3225 AVENUE COCONUT GROVE, FLORIDA 33133 - TEL. (305) 333-1333

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At the expiration of thirty (30) days, if no stockholder has purchased and settled for the same, said stockholder or stockholders shall have the right to sell the stock so offered to whomever will purchase the stock for the same sum and price for which it was offered to the Board of directors.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to vote sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this ___ day of April, 1995.

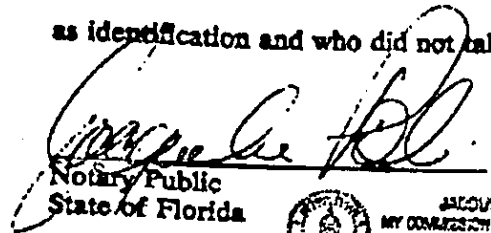


GERI BEN TOV

STATE OF FLORIDA:

ss:
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 24th day of April, 1995, by GERI BEN TOV, who has produced Consolidated Financial Statements LEADERSHIP 24 30347 DUB 825-62 as identification and who did not take an oath.


Notary Public
State of Florida



JACQUELINE POUL
MY COMMISSION & CERTIFICATE EXPIRE
DECEMBER 31, 1995
BOARDS FOR THE FUTURE, INC.

LAW OFFICES OF BARNES & NOBROWITZ, P.A. SUITE 200 BAYVIEW PLAZA 2225 AVIATION AVENUE, COCONUT GROVE, FLORIDA 33133 - TEL. (305) 285-1800

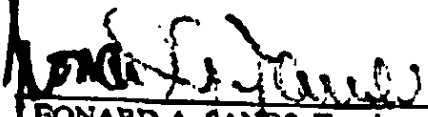
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ACCEPTANCE OF APPOINTMENT AS INITIAL REGISTERED AGENT

I, LEONARD A. SANDS, Esquire, having been named as REGISTERED AGENT to accept service of process for CHOICE BISTRO CAFE, INC., at the place designated above, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


LEONARD A. SANDS, Esquire,
Registered Agent

Date

4/26/95

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95 MAY - 1 AM 10:29
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