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CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3894

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CHINA SOUL CAFE, INC.

FAX AUDIT NUMBER: H96000000117

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
CHINA SOUL CAFE, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is **CHINA SOUL CAFE, INC.**
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to operate a restaurant and to engage in any activities under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$ .01 par value.

5. **Initial Registered Office and Agent.** The name and address of the initial register agent and office of this corporation is as follows:

Stanley E. Johnson, Jr.  
1444 Biscayne Boulevard, Suite 220  
Miami, Florida 33132

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Nelson Jenkins  
1300 N.W. 3 Avenue  
Miami, Florida 33136

7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

Nelson Jenkins  
18825 N.W. 14 Avenue Road  
Miami, Florida 33169

Document Prepared by:  
**STANLEY E. JOHNSON, JR., ESQ.**  
1444 Biscayne Boulevard  
Suite 220  
Miami, Florida 33132  
Tel. (305) 372-2797  
Florida Bar No. 472395

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Articles of Incorporation  
Page 2

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Nelson Jenkins  
18825 N.W. 14 Avenue Road  
Miami, Florida 33169

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of JANUARY, 1996.

Nelson Jenkins  
Nelson Jenkins, Incorporator

Stanley E. Johnson, Jr.  
Stanley E. Johnson, Jr., Registered Agent

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STATE OF FLORIDA }  
COUNTY OF DADE }

BEFORE ME, the undersigned authority personally appeared Nelson Jenkins, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced \_\_\_\_\_ as identification or ☒ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of JANUARY, 1996.

*Stanley E. Johnson, Jr.*  
Notary Public  
State of Florida

STANLEY E. JOHNSON, JR.

My Commission Expires:



STANLEY E. JOHNSON JR.  
My Commission CC-467464  
Expires May. 27, 1998  
Bonded by TSA  
200-400-1888

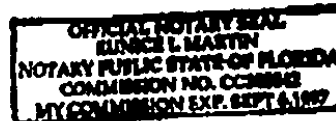
STATE OF FLORIDA }  
COUNTY OF DADE }

Before me, the undersigned authority personally appeared Stanley E. Johnson, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced \_\_\_\_\_ as identification or ☒ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of JANUARY, 1996.

*Eunice L. Martin*  
NOTARY PUBLIC STATE OF FLORIDA  
EUNICE L. MARTIN

My Commission Expires:



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STATE OF FLORIDA }  
COUNTY OF DADE }

The undersigned being the duly elected and acting Director/President for CHINA SOUL CAFE, INC. does on behalf of CHINA SOUL CAFE, INC. certify that he is familiar with and accepts the duties and responsibilities of Director/President for CHINA SOUL CAFE, INC.

By: Nelson Jenkins  
NAME: Nelson Jenkins  
TITLE: Director/President

STATE OF FLORIDA }  
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 2 day of JANUARY 1996 by Nelson Jenkins, who has produced \_\_\_\_\_ as identification for CHINA SOUL CAFE, INC. or \_\_\_\_\_ is personally known by me.

Stanley E. Johnson Jr.  
Name: Stanley E. Johnson Jr.  
Notary Public



STANLEY E. JOHNSON JR.  
My Commission Expires May 27, 1999  
Bonded by F&B  
800-428-1988

STANLEY E. JOHNSON JR.  
1644 DISCAYNE BLVD  
SUITE 250  
MIAMI FL 33138

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STATE OF FLORIDA }  
COUNTY OF DADE }

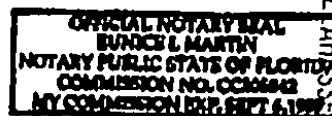
The undersigned being the duly elected and acting Register Agent for CHINA SOUL CAFE, INC. does on behalf of CHINA SOUL CAFE, INC. certify that he is familiar with and accepts the duties and responsibilities as Register Agent for CHINA SOUL CAFE, INC.

By: Stanley E. Johnson, Jr.  
Name: Stanley E. Johnson, Jr.  
Title: Register Agent.

STATE OF FLORIDA }  
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 3rd day of January, 1996 by Stanley E. Johnson, Jr., who has produced \_\_\_\_\_ as identification for CHINA SOUL CAFE, INC. or \_\_\_\_\_ is personally known by me.

Eunice L. Martin  
Name: EUNICE L. MARTIN  
Notary Public.



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