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FLORIDA DIVISION OF CORPORATIONS
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((H96000001546))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CAFE-ONN-LINE, INC.

FAX AUDIT NUMBER: H96000001546

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ARTICLES OF INCORPORATION

OH

CAFE ON-LINE, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is CAIE ON-LINE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 3203
Mary Street, Suite #4, Miami, Florida, 33133.

ARTICLE III. DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV. PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

ANSWERING

Stanley B. Lewis
Tools For Change
6255 NW 7th Avenue
Miami, Florida 33150
FL BAR # 0797022
305-751-8934

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as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 3203 Mary Street, Suite #4, Miami, Florida, 33133, and the registered agent at that office is DR. LEN J. TREVINO

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

DR. LEN J. TREVINO
3203 Mary Street, Suite #4
Miami, Florida 33133

MICHEAL W. BETTY
1200 Maywood Court
Roswell, GA 30062

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

DR. LEN J. TREVINO
3203 Mary Street, Suite #4
Miami, Florida 33133

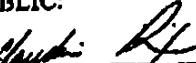
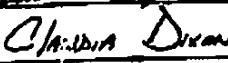
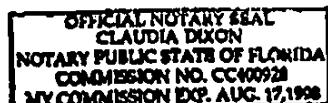
IN WITNESS WHEREOF, I, DR. LEN J. TREVINO, the undersigned incorporator, have signed these Articles of Incorporation on this 31 day of JANUARY, 1996 and acknowledged the same to be my act.


DR. LEN J. TREVINO

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 31st day of January, 1996 by DR. LEN J. TREVINO, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: PRINT: 
STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That CAFE ON-LINE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named DR. LEN J. TREVINO at 3203 Mary Street, Suite #4, in the City of Miami, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and 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 and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

BY: 
DR. LEN J. TREVINO

DATE: 1/31/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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