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April 26, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-05/01/96--01103--020
***122.50 ***122.50

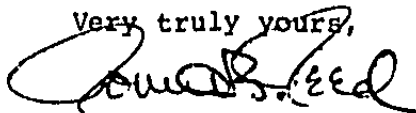
RE: OCEANSIDE CAFE, INC.

To whom it may concern:

Enclosed herewith please find two (2) original executed Articles of Incorporation of OCEANSIDE CAFE, INC., a Florida corporation, original Certificate Designating Place of Business and this firm's check in the amount of \$122.50.

Please return a certified copy of the subject Articles of Incorporation to my office. Thank you for your assistance in this regard.

Very truly yours,



ROBERT B. REED

/cw
Enclosures

56 MAY -1 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

GB 5/7/96

ARTICLES OF INCORPORATION
OF

OCEANSIDE CAFE, INC.

FILED
96 MAY -1 AM 9:16
CLERK OF DISTRICT COURT
STATE OF FLORIDA

ARTICLE I - NAME

The name of this corporation is OCEANSIDE CAFE, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
to engage in the dispensing of food, specifically but not limited to ice cream, cappuccino and pastries, operating as a restaurant, and to apply for, acquire, hold, transfer or otherwise dispose of all licenses pertinent to such operation and for the purpose of transacting any or all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock with no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 4603 North Ocean Boulevard, Ocean Ridge, FL 33435.

and the name of the initial registered agent of this corporation at that address is ERIC G. McCABE, II.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

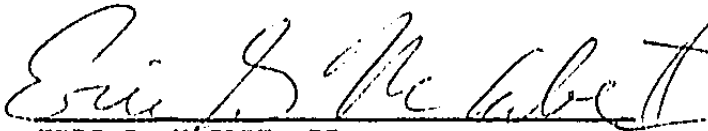
<u>NAME</u>	<u>ADDRESS</u>
ERIC G. McCABE, II	4603 North Ocean Boulevard Ocean Ridge, FL 33435

ARTICLE VII - INCORPORATOR

The name and address of the person(s) signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
ERIC G. McCABE, II	4603 North Ocean Boulevard Ocean Ridge, FL 33435

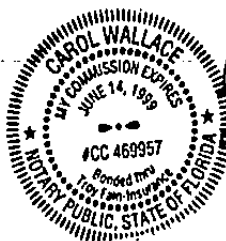
IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these articles of incorporation this 26th day of
April, 1996.


ERIC G. McCABE, II
Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take
acknowledgments in the state and county set forth above,
personally appeared ERIC G. McCABE, II to me known to
to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this
26th day of April, 1996.




NOTARY PUBLIC, State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

96 MAY -1 AM 9:17

STATE
FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:


FIRST: -- That OCEANSIDE CAFE, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at Town of Ocean Ridge, State of Florida, has named ERIC G. McCABE, II located at 4603 North Ocean Boulevard, Town of Ocean Ridge, State of Florida, as its Agent to accept service of process within Florida.


ERIC G. McCABE, II

Title: PRESIDENT

Date: April 26, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ERIC G. McCABE, II

Date: April 26, 1996