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ANTHONY P. PRIETO, P.A.
Attorneys and Counselors at Law
Manufacturers Bank Building
4144 N. Armenia Ave., Suite 350
Tampa, Florida 33607-6450

FILED

96 JUN 10 AM 7:30
Tel. (813) 877-8000
Fax (813) 876-1884
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anthony P. Prieto
David M. Winoker

June 3, 1996

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***122.50 ***122.50

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

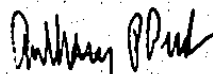
Re: Incorporation of VANGUARD CAFES, INC.

Dear Sir:

Enclosed you will please find the original and one copy of the Articles of Incorporation for the above company, together with a check in the amount of \$122.50. Please provide us with a certified copy of the Articles.

If there are any questions, please do not hesitate to phone my office.

Sincerely yours,


Anthony P. Prieto

APP:md
Enclosure

PH
6/12/96

**ARTICLES OF INCORPORATION
OF
VANGUARD CAFES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is:

VANGUARD CAFES, INC.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL

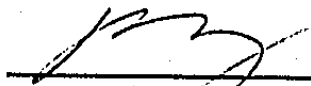
This Corporation is authorized to issue 1,000 shares of Ten Cent (.10) par value common stock.

ARTICLE IV

The street address of the principal office, mailing address, and the address of the initial registered office of this Corporation is 12228 N. 56th Street, Tampa, Florida 33617.

The principal address and the registered office address are the same. The name of the initial registered agent of this Corporation is **ROBERT MOYER**.

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."


ROBERT MOYER
Registered Agent

ARTICLE V

INITIAL DIRECTORS

The initial Board of Directors shall consist of one director, whose name and address is as follows:

ROBERT MOYER

who shall hold office until his earlier resignation, removal from office or death.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is **ROBERT MOYER, 12228 N. 56TH STREET, TAMPA, FLORIDA 33617.**

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TALLAHASSEE, FLORIDA

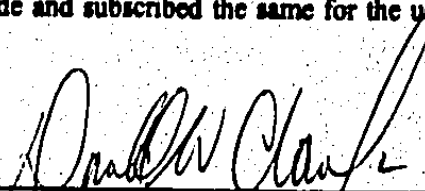
IN WITNESS WHEREOF, the undersigned Subscriber/Incorporator has executed these

Articles of Incorporation on this 3rd day of June, 1996.


ROBERT MOYER

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **ROBERT MOYER**, who is well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purpose therein mentioned and set forth.


Notary Public - State of Florida at Large

My Commission Expires:

