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ATTORNEY AT LAW

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June 11, 1996

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS
AIRBILL NO. 8678864596

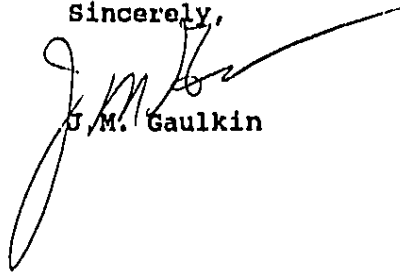
Re: St. Michael's Cafeteria Corp.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of St. Michael's Cafeteria Corp. and a \$70.00 check. Please return the time stamped copy to the undersigned at the address stated above.

If you have any questions whatsoever please do not hesitate to contact me at your earliest convenience.

Sincerely,



J.M. Gaulkin

JG/yv

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ARTICLES OF INCORPORATION
OF
ST. MICHAEL'S CAFETERIA CORP.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ST. MICHAEL'S CAFETERIA CORP.

The address of the principal office of this corporation shall be 2575 N.W. 14th Street, Miami, Florida 33125 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4627 Ponce de Leon Blvd., Second Floor, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address shall be Joel M. Gaulkin, Esq.

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
ST. MICHAEL'S CAFETERIA CORP.

St. Michael's Cafeteria Corp., as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

EDGARDO O. GUALCHI

Dated the 11 day of June, 1996.

By: 
Joel M. Gaulkin, Incorporator

Having been named as registered agent and to accept service of process for St. Michael's Cafeteria Corp. at the place designated in these Articles of Incorporation, 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 hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Joel M. Gaulkin

By: 

Joel M. Gaulkin

Date: June 11, 1996

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STATE OF MISSISSIPPI
SECRETARY OF STATE