

P96000051380

ALAN J. MARCUS
Attorney at Law
Aventura Corporate Center
20803 Biscayne Boulevard, Suite 301
North Miami Beach, Florida 33180
Telephone (305) 937-1800
Telefax (305) 937-1857

FILED
96 JUN 14 AM 11:56
TALLAHASSEE, FLORIDA

June 12, 1996

via federal express

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

EFFECTIVE DATE
6-17-96

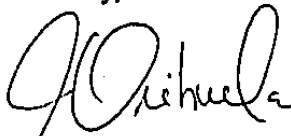
RE: YOGURT & YUMMIES OF AVENTURA, INC.

Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Incorporation for the above referenced Corporation. I have also enclosed my check in the amount of \$122.50 representing the filing fee and the amount to obtain a certified copy of the Articles of Incorporation along with a return Federal Express air bill, in order that the certified copy may be returned to the undersigned as soon as possible.

If you have any questions or comments please do not hesitate to contact me.

Sincerely,



JANNETTE ORIHUELA
Legal Assistant

800001862488
-06/14/96--01073--007
***122.50 ***122.50

JO/mjf
Encls.

D. BROWN JUN 17 1996

EFFECTIVE DATE
6-12-96

ARTICLES OF INCORPORATION
OF
YOGURT & YUMMIES OF AVENTURA, INC.

FILED
JUN 14 1996
MIAMI, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be YOGURT & YUMMIES OF AVENTURA, INC.

ARTICLE II - CORPORATE ADDRESS

The principal office of the corporation and mailing address is 20803 Biscayne Blvd., Suite 301, N. Miami, FL 33180.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 17th day of June, 1996; provided that if such day be authorized under law, then on the earliest day allowable pursuant to Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED AGENT</u>
ALAN J. MARCUS	20803 Biscayne Blvd., Suite 301 N. Miami Beach, FL 33180

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one. The initial director of this Corporation shall be the incorporator named below.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ALAN J. MARCUS

ADDRESS

20803 Biscayne Blvd., Suite 301
N. Miami Beach, FL 33180

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of June, 1996.



ALAN J. MARCUS
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

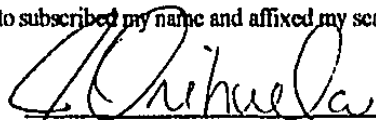
BEFORE ME, the undersigned authority, this day, personally appeared ALAN J. MARCUS, to me (X) personally known, or () who presented as I.D.: _____ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



JANNETTE ORIHUELA
My Commission CC425471
Expires Dec 08 1998
Bonded by HAI
800-422 1566



NOTARY PUBLIC STATE OF FLORIDA

Jannette Orihuela.
Printed Name of Notary

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

YOGURT & YUMMIES OF AVENTURA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in submitted,
in compliance with said Act:

First - that YOGURT & YUMMIES OF AVENTURA, INC.
desiring to organize under the law of the State of Florida, with its principal office as indicated in the
Articles of Incorporation at 20803 Biscayne Blvd., Suite 301, N. Miami Beach, FL 33180, appoints
the undersigned as its agent to accept service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place
designated in this Certificate, I am hereby familiar with and accept the duties and responsibilities as
Registered Agent for said corporation an to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.



ALAN J. MARCUS

ALAN J. MARCUS
Attorney at Law
Aventura Corporate Center
20803 Biscayne Boulevard, Suite 301
North Miami Beach, Florida 33180
Telephone (305) 937-1800
Telefax (305) 937-1857

P96000051380

February 14, 1997

*via certified mail
return receipt requested*

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

800002093668--0
-02/20/97--01096--005
*****87.50 *****87.50

RE: YOGURT & YUMMIES OF AVENTURA, INC.

Dear Sir or Madam:

Enclosed please find an original and copy of the amendment to Articles of Incorporation for the above referenced Corporation.

I have also enclosed my check in the amount of \$87.50 representing the filing fee and for a certified copy of the Articles. Please return the certified copy using the enclosed return envelope.

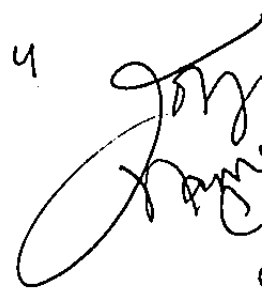
If you have any questions or comments please do not hesitate to contact me.

Sincerely,


JANNETTE ORIHUELA
Legal Assistant

FILED
97 FEB 28 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JO/mif
Encls.

3/4

Jory
Name Change
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

JANNEYE ORIHUELA, LEGAL ASSISTANT
ALAN J. MARCUS, ATTY.
20803 BISCAYNE BLVD., SUITE 301
N. MIAMI BEACH, FL 33180

SUBJECT: YOGURT & YUMMIES OF AVENTURA, INC.
Ref. Number: P96000051380

We have received your document for YOGURT & YUMMIES OF AVENTURA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 697A00009495

ALAN J. MARCUS
Attorney at Law
Aventura Corporate Center
20803 Biscayne Boulevard, Suite 301
North Miami Beach, Florida 33180
Telephone (305) 937-1800
Telefax (305) 937-1857

February 27, 1997

via federal express

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

RE: YOGURT & YUMMIES OF AVENTURA, INC.

Dear Sir or Madam:

Enclosed please find an original and copy of the Amendment to Articles of Incorporation for the above referenced Corporation.

Please be advised that my check in the amount of \$87.50 representing the filing fee and for a certified copy of the Articles was previously sent. Please return the certified copy using the return Federal Express air bill.

If you have any questions or comments please do not hesitate to contact me.

RECEIVED

97 FEB 28 AM 8:31

DIVISION OF CORPORATIONS

Sincerely,



JANNETTE ORIHUELA
Legal Assistant

JO/mjf
Encls.

AMENDMENT TO ARTICLES OF INCORPORATION
OF

YOGURT & YUMMIES OF AVENTURA, INC.

FILED
97 FEB 28 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Yogurt & Yummies of Aventura, Inc., a Florida Corporation, (the "Corporation") desires to amend its Articles of Incorporation as currently in effect and as hereinafter amended.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be ATLANTIC DEVELOPMENT CONSULTANTS, INC.

ARTICLE II - MISCELLANEOUS

This Amendment was adopted by unanimous approval of all of the stockholders and the Board of Directors on February 14, 1997.

IN WITNESS WHEREOF, the undersigned Officer has executed this Amendment to Articles of Incorporation this 14th day of February, 1997.


ARIE STEIGER
President/Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

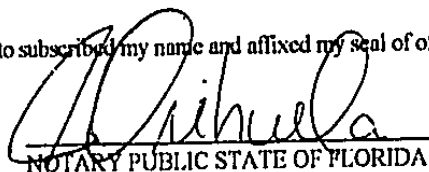
BEFORE ME, the undersigned authority, this day, personally appeared ARIE STEIGER, to me (X) personally known, or () who presented as I.D.: _____ who did take an oath, and known to me to be the same person described in and who executed the foregoing Amendment to Articles of Incorporation and acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



JANNETTE ORIHUELA
My Commission CC425471
Expires Dec 08 1998
Bonded by HAI
800-422 1555


NOTARY PUBLIC STATE OF FLORIDA