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STATE OF FLORIDA SUITE 200  
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TALLAHASSEE FL 32399 CONTACT: RAY STORMONT  
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FAX: (306) 641-3770  
((H96000011577))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GABBY INVESTMENT INC.  
FAX AUDIT NUMBER: H96000011577 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/20/1996 TIME REQUESTED: 10:20:24  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX  
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*[Handwritten signature]* 8/26

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*[Handwritten signature]* 796A-40339  
Address corrected

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 20, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: GABY INVESTMENT INC.  
REF: W96000017494

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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.

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Loria Poole  
Corporate Specialist

FAX Aud. #: H96000011577  
Letter Number: 596A00039637

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ARTICLES OF INCORPORATION  
OF  
GABBY'S CAFETERIA, INC.

I, the undersigned, in order to form a Corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

I.

The name of the corporation shall be

GABBY'S CAFETERIA, INC.

II.

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in the cafeteria business, and to do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to deal in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including

Frank Quintero Jr., P.A.  
(305) 446-0303 / FLB # 827304  
2900 SW 28 Terrace Andres Quintero, Esq.  
Miami, FL 33133

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TALLAHASSEE, FLORIDA

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bonds, debentures, or other obligations of this Corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a

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AND 00/100 (\$100.00) DOLLARS, the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
MERCEDES VEGA	2828 S.W. 18 Street Miami, Florida 33145	100	\$100.00

IX.

The registered agent and the registered office for this corporation is:

ANDRES A. QUINTERO, ESQUIRE  
2800 S.W. 28 Terrace, Second Floor  
Miami, Florida 33133

X.

The name and address of the incorporator of these Articles of

Incorporation is:

MERCEDES VEGA  
2828 S.W. 18 STREET  
MIAMI, FLORIDA 33145

XI.

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

MERCEDES VEGA, President/Secretary

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the

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corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of two directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of : PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURE, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

WITNESS my hand and seal this 16<sup>th</sup> day of August, 1996.

Mercedes Vega  
MERCEDES VEGA

STATE OF FLORIDA:

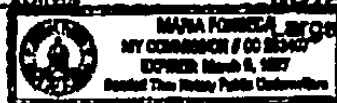
: ss:

COUNTY OF DADE :

The foregoing instrument was sworn to subscribed and acknowledged before me this 16<sup>th</sup> day of August, 1996, by MERCEDES VEGA, who is personally known to me or has produced Driver's License as identification and she did take an oath.

My Commission Expires

Maria Fonseca  
NOTARY PUBLIC, State of Florida At



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

In compliance with Chapter 607.034 Florida Statutes, the following is  
submitted:

FIRST, GABBY'S CAFETERIA, INC., desiring to organize under the laws  
of the State of Florida, with its principal office, as indicated in the Articles of  
Incorporation at the City of Miami, County of Dade, State of Florida, has named  
ANDRES A. QUINTERO, ESQUIRE, located at 2900 S.W. 28th Street, Second  
Floor, Miami, Florida 33133, County of Dade, State of Florida, as its agent to  
accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named  
corporation, at the place designated in this certificate, I hereby accept to act in  
this capacity, and agree to comply with the provisions of said Act relative to  
keeping open said office.

  
ANDRES A. QUINTERO, Registered Agent

8-23-96  
Date

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)  
COUNTY OF DADE ) ss:

BEFORE ME, the undersigned authority, personally appeared,  
MERCEDES VEGA of GABBY'S CAFETERIA, INC., who being first duly sworn  
by me, under oath, deposes and says:

1. I am MERCEDES VEGA of GABBY'S CAFETERIA, INC., to do  
business at 2729 S.W. 18 Street, Miami, Florida 33145.

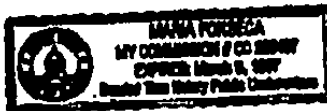
FURTHER AFFIANT SAYETH NAUGHT.

*Mercades Vega*  
MERCEDES VEGA

SWORN AND SUBSCRIBED to before me this 23rd day of August, 1996,  
by MERCEDES VEGA, as President of GABBY'S CAFETERIA, INC., a Florida  
Corporation, who is personally known to me or has produced driver's license  
as identification and did take an oath.

*Maria Fonseca*  
NOTARY PUBLIC, State of Florida At Large

My Commission Expires:



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