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FROM: LA DUKE & LA DUKE P.A.
075764001766
CONTACT: RONALD LA DUKE
PHONE: (305) 492-0105
(305) 492-5009

ACCT#:

FAX #:

NAME: PHAT MANZ CAFFE, INC.
AUDIT NUMBER.....H96000012675
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
PHAT MANZ CAFFE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this company is PHAT MANZ CAFFE, INC.

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Five Thousand (5000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash of 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 issuance of fractional shares), at the price at which it is offered to others.

Ronald La Duke
2915 E Las Olas Blvd Suite 3A
P.O. Box 771000
Coral Springs, FL. 33077-1000
954-492-0105

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ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial place of business is 2915 E. Las Olas Blvd., Suite 3A, Ft. Lauderdale, Florida 33316 and the registered office of this Corporation is 2915 E. Las Olas Blvd., Suite 3A, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent of this Corporation at that address is Ronald La Duke.

ARTICLE VII**DATA RESPECTING DIRECTORS****7.1 Initial Board of Directors**

The Initial Board of Directors shall be residents of the State of Florida or stockholders of the Corporation. The Initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Names and Addresses

The names and addresses of the members of the initial Board of Directors who shall serve until the first annual meeting of the stockholders, or until the first annual meeting of the stockholders, or until successors shall have been elected, are as follows:
Ronald La Duke, 2915 E. Las Olas Blvd., Suite 3A, Ft. Lauderdale, Florida 33316.

7.3 Increase or Decrease of Directors

The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Directors.

ARTICLE VIII**INCORPORATION**

The name and address of the person signing these Articles of Incorporation is Ronald La Duke, 2915 E. Las Olas Blvd., Suite 3A, Ft. Lauderdale, Florida 33316.

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ARTICLE IX**CUMULATIVE VOTING**

At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of candidates.

ARTICLE X**ACTION BY DIRECTORS AND STOCKHOLDERS WITHOUT A MEETING**

The Directors and Stockholders of this Corporation may take action by written consent, as provided by law and the By-Laws of this Corporation.

ARTICLE XI**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 3rd Day of September 1996.

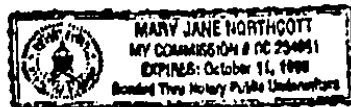

Ronald La Duke

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Ronald La Duke, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.


Notary Public

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DESIGNATION OF RESIDENT AGENT

FOR

PHAT MANZ CAFE, INC.

Pursant to Chapter 48.091, Florida Statutes the following is submitted.


Phat Manz Caffe, 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 Fort Lauderdale, County of Broward, State of Florida, has named Ronald La Duke located at, 2915 E. Las Olas Blvd. Suite 3A, Fort Lauderdale, Florida 33316., County of Broward, State of Florida as its agent for service of process within this State.

ACKNOWLEDGEMENT:

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 agree to comply with the provision of said Act relative to keeping open said office.


Ronald La Duke

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal, in the State and County aforesaid, this 3rd day of September, 1996.


Notary Public



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