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P. 11

TERESA97 FLORIDA DIVISION OF CORPORATIONS
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((H97000003181 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: ANDY'S CAFE, INC. AUDIT NUMBER.....H97000003181 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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Long
8/25/97

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1. - NAME

The name of the corporation shall be:

Andy's CAFE, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

140 E. 61st St.
Hiaweah, FL 33013

ARTICLE 3 - SHARES

This corporation is authorized to issue 100 shares of \$1.00 par common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

Articles prepared by:
Richard T. Catarcio, J.D.,
American Paralegal Center, Inc.
5300 NW 33rd Avenue, Suite 200
Ft. Lauderdale, FL 33309
(954) 733-6660

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ARTICLE 4 - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

Leandro Villalobos
140 E. 61st St.
Hialeah, FL 33013

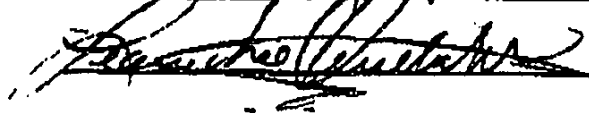
ARTICLE 5 - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Leandro Villalobos, Pres.
140 E. 61st St.
Hialeah, FL 33013

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

24th day of February, 1997.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or
617.0501, FLORIDA STATUTE, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE
STATE OF FLORIDA.**

- 1. THE NAME OF THE CORPORATION IS:**

Andy's Cafe, Inc.

- 2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:**

Leandro Villalobos

140 E. 61st St.

Hialeah, FL 33013

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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 AM FAMILIAR WITH
AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.**


SIGNATURE - REGISTERED AGENT

2/24/97

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