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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: NEW FLOW, INC.

AUDIT NUMBER.....H97000003451

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

NEW FLOW, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

NEW FLOW, INC.

Its business shall be carried on in the State of Florida in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be:

To engage in the restaurant management business and to do all other things necessary and incidental to the proper conduct of such business and to engage in all other legal activities pursuant to the laws of the State of Florida and of the United States.

PREPARED BY: DARRYL S. SCHREIBER, ESQUIRE
SCHREIBER, SCHREIBER & SCHREIBER
5600 Sheridan Street
Hollywood, Florida 33021
Telephone: (954)966-5600
FBN : 342432

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ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be:

Fifty Thousand (50,000) Shares at \$.01 par value

ARTICLE V

Pursuant to Florida Statutes 607.164 (h), the corporation's principal place of business, its mailing address and the address of its Registered Agent, DARRYL S. SCHREIBER, ESQUIRE, 5600 Sheridan Street, Hollywood, Florida 33021.

ARTICLE VI

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JEFFREY S. HEATH	591 Clermont Avenue South Orange Park, FL 32073	President

There shall not be less than (1) Director, at any time.

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ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

JEFFREY S. HEATH
14591 Clermont Avenue South
Orange Park, Florida 32073

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 6th day of January, 1997.


JEFFREY S. HEATH

STATE OF New York) SS:
COUNTY OF Monroe

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared, JEFFREY S. HEATH, personally known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of January, 1997.


NOTARY PUBLIC

My Commission Expires:

TINA THOMAS
Notary Public, State of New York
Qualified in Monroe County
My Commission Expires 12/12/98

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

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

FIRST: That NEW FLOW, INC. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida has named DARRYL S. SCHREIBER, ESQUIRE, who is located at 5600 Sheridan Street, Hollywood, Florida 33021, as its agent to accept process within this State.

ACKNOWLEDGMENT

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


DARRYL S. SCHREIBER

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