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ACCOUNT NO. : 072100000032

REFERENCE : 288607 148904A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1997

ORDER TIME : 8:58 AM

ORDER NO. : 288607-005

CUSTOMER NO: 148904A

072100000032 1
0341001-0100-000 1
***122.50 ***122.50

CUSTOMER: Mr. Dennis L. Reeber
REEBER & LIVIGNE ASSOCIATES,
INC.
2185 N. Powerline Road, S.W.

Pompano Beach, FL 33069-1206

DOMESTIC FILING

NAME: ANN'S GOOD FOOD CAFE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 MAR 11 PM 2:54
STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 MAR 11 AM 10:50
DIVISION OF CORPORATION

K.R. MAR 11 1997,

FILED
97 MAR 11 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES of INCORPORATION
OF
ANN'S GOOD FOOD CAFE, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ANN'S GOOD FOOD CAFE, INC.

The principal place of business of this corporation shall be 1280 S Powerline Road Pompano Beach, Florida 33069; and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1280 S Powerline Road Pompano Beach, Florida 33069; and the initial registered agent of the corporation is Ann Jenkins.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial members of the Board of Directors are:

Ann Jenkins, Director
1280 S Powerline Road
Pompano Beach, Florida 33069

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

Ann Jenkins, President
1280 S Powerline Road
Pompano Beach, Florida 33069

ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4th day of March, 1997.


Ann Jenkins, President

STATE OF FLORIDA
COUNTY OF BROWARD



DENNIS L. REEBER
MY COMMISSION # 00269948 EXPIRES
April 26, 1997
BONDED THRU TROY FARM INSURANCE, INC.

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

WITNESS my hand and official seal in the County and State named above this 4th day of March, 1997.

Dennis L. Reeber

NOTARY PUBLIC

ACCEPTANCE of REGISTERED AGENT DESIGNATED

IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of ANN'S GOOD FOOD CAFE INC. made in the foregoing Articles of Incorporation.

Ann Jenkins 3/13/97
Ann Jenkins, President DATE

FILED
97 MAR 11 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA