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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: YUM YUM, N.J. INC.

AUDIT NUMBER.....H97000004186

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

YUM YUM, N.J. INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: Yum Yum, N J, Inc.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be in excess of Five Hundred Dollars (\$500.00).

Barry T. Shevlin, Esq.
Florida Bar No.: 511587
1111 Kane Concourse, Suite 605
Bay Harbor Islands, Florida 33154
(305) 868-0304

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ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 500 shares of common stock, having a par value of one dollar (\$1.00.) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principle office of the corporation shall be: 600 N. Surfroad, #5, Hollywood, Florida 33019.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is one but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Vera Potemkina
461 W. Saddleriver Road
UP Saddleriver, New Jersey 07458

ARTICLE VIII

The name and address of the first officers of this corporation are as follows:

PRESIDENT/ SECRETARY:

VERA POTEKINA, President/Secretary
461 W. Saddleriver Road
UP Saddleriver, New Jersey 07458

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ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The names and address of the incorporator is as follows:

Vera Potemkina
461 W. Saddleriver Road
UP Saddleriver, New Jersey 07458

ARTICLE XI

The designated registered agent for this corporation is Vera Potemkina whose address is as follows:

Vera Potemkina
600 N. Surfroad, #5
Hollywood, Florida 33019

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

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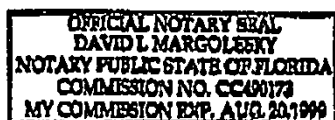
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for
YUM YUM, N J, INC. this 11 day of March, 1997

Vera Potemkina
VERA POTEMKINA

STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 11 day of March, 1997, personally
appeared Vera Potemkina, who is personally known to me, and after being duly sworn on oath,
deposed and said she has fully read and understood the foregoing Articles of Incorporation for
YUM YUM, N J, INC. and has executed same knowingly and voluntarily for the purposes
expressed therein.

SWORN TO AND SUBSCRIBED before me this 11 day of March, 1997.



David L. Margolesek
NOTARY PUBLIC, State of Florida
David L. Margolesek
Printed Name

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CERTIFICATE OF DESIGNATION

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; YUM YUM, N J, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 600 N. SURFROAD, #5, HOLLYWOOD, FLORIDA 33019, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING VERA POTEMKIMA, 600 N. SURFROAD, #5, HOLLYWOOD, FLORIDA 33019. HAVING BEEN MADE 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.

Vera Potemkina
REGISTERED AGENT
VERA POTEMKIMA

3-11-97
DATE

This Document Prepared by:

Barry T. Shevlin
Barry T. Shevlin, Esq.
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