



THE UNITED STATES
CORPORATION
COMPANY

797000026286

ACCOUNT NO. : 072100000032

REFERENCE : 300040 - 80616A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
97 MAR 19 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 19, 1997

ORDER TIME : 3:49 PM

ORDER NO. : 300040-005

000002118740--6

CUSTOMER NO: 80616A

CUSTOMER: David H. Greenberg, Esq
DAVID H. GREENBERG, ESQ

1371 S.w. 12th Avenue
Pompano Beach, FL 33069

DOMESTIC FILING

NAME: CMB FOOD COURT OF KEY WEST
SHELL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR 19 PM 4:10
DIVISION OF CORPORATE
FILINGS
TALLAHASSEE, FLORIDA

W97-6529
K.R. MAR 20 1997

K.R. MAR 25 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: CMB FOOD COURT OF KEY WEST SHELL, INC.
Ref. Number: W97000006529

RESUBMIT
Please give original
submission date as file date.

We have received your document for CMB FOOD COURT OF KEY WEST SHELL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00014165

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97 MAR 24 PM 2:45
DIVISION OF CORPORATION

Articles of Incorporation of CMB Food Court of Key West Shell, Inc.

I, the undersigned, being of legal age and a person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I: The name of the corporation shall be: CMB Food Court of Key West Shell, Inc.

ARTICLE II: The corporation may engage in any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III: The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: fifty (50) shares Common Stock, no par value. All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration thereof shall have been paid.

ARTICLE IV: The amount of capital with which this corporation shall commence shall be not less than \$500.00.

ARTICLE V: This corporation shall commence its existence on the filing of this Certificate of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI: The street address in this State of the initial registered office of this corporation shall be at x-address, with the privilege of having its offices and branch offices at other places within or without the State of Florida; and the name of the initial registered agent at such address is Steven Cohen. The principal office and registered office address shall be the same, and is listed on the registered agent acceptance page.

ARTICLE VII:

Section 1: This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the corporation be managed by the stockholders. These Articles of Incorporation may be amended by proposal of the Board of Directors, or a majority of the stockholders, and adoption by a majority vote of the stockholders.

Section 2. The By-Laws of this corporation shall be adopted, amended or repealed by a majority vote of the director(s).

ARTICLE V111: The name and business address of the first director(s) of the corporation, who shall hold office for the first year or until their successor(s) are duly elected and qualified shall be:

Steven Cohen of 300 NW 82 Avenue, #406, Plantation, FL 33324
Sharon Cohen of 300 NW 82 Avenue, #406, Plantation, FL 33324
Michael Abramovitz of 907 Catherine Street, Key west, FL 33040
Brent Harpster of 907 Catherine Street, Key west, FL 33040

ARTICLE IX: The name(s) and residence of the Subscriber(s), signing these Articles of Incorporation are as follows:

Steven Cohen of 300 NW 82 Avenue #406, Plantation, FL 33324

ARTICLE X: The powers and duties of the officers of this corporation shall be fixed by law. The principal officers of the corporation shall be:

President: Michael Abramovitz of 907 Catherine Street, Key west, FL 33040
Vice President: Brent Harpster of 907 Catherine Street, Key west, FL 33040

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Secretary: Steven Cohen of 300 NW 82 Avenue, #406, Plantation, FL 33324
Treasurer: Sharon Cohen of 300 NW 82 Avenue, #406, Plantation, FL 33324

and such other officers, agents and factors as may be deemed necessary. All officers agents and factors shall be chosen by a majority vote of the director(s) at a director's annual meeting and shall hold their offices for a term of one (1) year. The officers shall have the powers and duties as may be prescribed by the by-laws or be deemed necessary by the directors. Any person may hold two or more offices, except that the President shall not be the Secretary or the Assistant Secretary of the corporation. All officers shall hold their offices until the successors are chosen and qualified. The directors shall have the full control of the affairs of the corporation, except as otherwise provided by law, and may exercise all its corporate powers.

The capital stock of the corporation shall be sold, issued, assigned and transferred only in accordance with such by-laws as the corporation may from time to time make, change or alter with a lien reserved in favor of the corporation upon all its capital stock for any indebtedness which may at any time be due or owing to the corporation by the holders of the same, and it shall have a lien thereon superior to all other liens and claims of every character and all assignments or transfers of the stock of the corporation shall be subject thereto.

ARTICLE X1: The names and business addresses of the officers who are to serve until the first election of officers are as follows:

President: Michael Abramovitz of 907 Catherine Street, Key west, FL 33040

Vice President: Brent Harpster of 907 Catherine Street, Key west, FL 33040

Secretary: Steven Cohen of 300 NW 82 Avenue, #406, Plantation, FL 33324

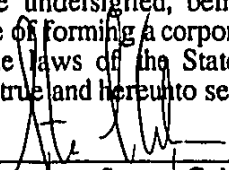
Treasurer: Sharon Cohen of 300 NW 82 Avenue, #406, Plantation, FL 33324

ARTICLE X11: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation(s). Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such corporation, or not so interested.

ARTICLE XIII.: The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

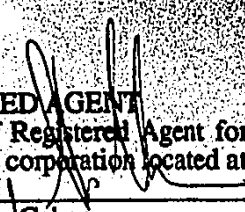
ARTICLE XIV: This corporation may indemnify and insure its officers and directors to the fullest extent by law either now or hereafter.

IN WITNESS WHEREOF, I/WE, the undersigned, being the original Subscriber to these Articles of Incorporation for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, hereby declaring and certifying that the facts herein stated are true and hereunto set our hand and seal this October 25, 1996.


Incorporator-Steven Cohen

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation of Registered Agent for CMB Food Court of Key West Shell, Inc. at the Registered Office of the corporation located at x-address.


Steven Cohen

Corporation Principal Place of Business and mailing address: 1890 N. Roosevelt Blvd., Key west, FL 33040

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