

*970023/625*

ADDRESS OF CORPORATE HEADQUARTERS, INC.  
 Requestor's Name  
 890 S.W. 8th AVENUE, SUITE: 16  
 Address

MIAMI, FLORIDA 33174 (305)552-5973  
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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 -04/08/97--01069--011  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BAY CAFE THAI, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

FILED  
 97 APR -8 PM 12: 26  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

- Walk in   
  Pick up time 2:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 97 APR -8 AM 10: 31  
 DIVISION OF CORPORATION

*4/8*

Examiner's Initials	
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ARTICLES OF INCORPORATION  
OF  
Bay Cafe Thai, Inc.

I, the undersigned, being of legal age and a natural 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.

97 APR -8 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLE I

The name and initial address of this corporation shall be:

Bay Cafe Thai, Inc.  
3300 N.E. 191 Street  
Aventura, Florida 33180

ARTICLE II

This corporation may engage in any activity or 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:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

All of the 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.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE VIII

The name and address of the Incorporator is

Poompaka Komolvasri

922 N.E. 91 Terrace  
Miami Shores, Florida  
33138

ARTICLE IX

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. 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 any director of this corporation who is also a director or an 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 a director or officer of such other corporation, or not so interested.

ARTICLE X

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

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 3300 N.E. 191 Street, Aventura, Florida 33180, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Poompaka Komolvasri.

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first Director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Poompaka Komolvasri	922 N.E. 91 Terrace Miami Shores, Florida. 33138

IN WITNESS HEREOF, 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 7th day of April, 1997.

Poompaka Komolvasri  
Poompaka Komolvasri

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Poompaka Komolvasri to me well known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 7th day of April, 1997.



Lisette Belasquide  
My Commission CC883270  
Expires Sep. 09, 2000

Lisette Belasquide  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:

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

In compliance with the laws of Florida, the following is  
submitted.

First -- That Bay Cafe Thai, Inc. desiring to organize under  
the laws of the State of Florida, has named Poompaka Komolvasri,  
922 N.E. 91 Terrace, Miami Shores, Florida 33138 as its statutory  
registered agent.

Having been named statutory agent of the above corporation at  
the place designated in this certificate I hereby accept the same  
and agree to the act in this capacity, and agree to comply with the  
provisions of Florida law relative to keeping the registered office  
open.

*Poompaka Komolvasri*

REGISTERED AGENT  
DATED THIS 7th DAY OF APRIL, 1997.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED