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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 0724r50003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: FRUITFUL CAFE, INC.

AUDIT NUMBER.....H97000007443

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

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DIVISION OF CORPORATION

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97 MAY -6 PM 3:09
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FRUITFUL CAFE, INC.

FILED
97 MAY -6 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **FRUITFUL CAFE, INC.** The principal place of business of the corporation shall be 5971 Woodland Point Drive, Tamarac, FL 33319, or such other place as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

The corporation may engage in any or all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is **ONE HUNDRED (100) SHARES** of common stock, each share having \$1.00 par value. Each stockholder of the corporation shall be entitled to one (1) vote for each paid, non-assessable share owned by him, and there shall be no cumulative voting. No holder of shares of the corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may

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Fl. Bar #376779

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be issued, exchanged, or offered for sale by the corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be:

5971 Woodland Point Drive
Tamarac, FL 33319

The registered agent shall be RAYMOND N. OBERMAN.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the corporation, but shall at no time be less than one nor more than seven. Except, as may otherwise be required by law, vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum.

ARTICLE VII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

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RAYMOND N. OBERMAN
5971 Woodland Point Drive
Tamarac, FL 33319

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is:

RAYMOND N. OBERMAN
5971 Woodland Point Drive
Tamarac, FL 33319

ARTICLE IX

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any person whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be entitled under any By-Laws, agreement, vote of shareholders, or disinterested directors, or otherwise, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue to as a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute

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and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE XI

COMMENCEMENT

This corporation shall commence its existence upon the filing and certification of these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of

May, 1997.

[Signature]

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County mentioned above, to take acknowledgments, personally appeared RAYMOND N. OBERMAN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same on this 1st day of May, 1997.

[Signature]
Notary Public, State of Florida

Personally known X

DIANE COLP
(Print or Type Name of Notary)

Identification produced _____

My Commission Expires: _____



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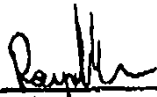
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FRUITFUL CAFE, INC. desiring to organize under the laws of the State of Florida with its principal office at 5971 Woodland Point Drive, Tamarac, Florida, 33319, has named RAYMOND N. OBERMAN as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



Registered Agent

FILED
97 MAY -6 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS DOCUMENT PREPARED BY:

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