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TO: DIVISION OF CORPORATIONS

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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CITY CHILL RESTAURANT & BAR, INC.

AUDIT NUMBER...... 197000010298

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

CERT. OF STATUS...0

PAGES..... 6

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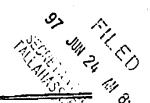
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ARTICLES OF INCORPORATION CITY CHILL RESTAURANT & BAR, INC.



The undersigned subscribers to these Articles of Incorporati natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is CITY CHILL RESTAURANT & BAR, INC.

ARTICLE II DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities,

PREPARED by COLIN ROBINSON ROBINSON & COMPANY 17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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H97000010298 ARTICLE V

The name of the initial registered agent of this corporation is BEVERLY CARTWRIGHT state address of the initial registered office of the corporation in the State of Plorida is 51 NE 79TH STREET, MIAMI, FL 33137.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Directors are:

BEVERLY CARTWRIGHT

51 NE 79TH STREET MIAMI, FL 33137

ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is BEVERLY CARTWRIGHT, 51 NE 79TH STREET, MIAMI, FLORIDA 33137.

ARTICLE VIII BYLAWS

The name and address of the incorporator of these articles of Incorporation is BEVERLY CARTWRIGHT of 51 NE 79TH STREET, MIAMI, FLORIDA 33137.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

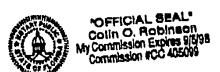
This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

DUMENT CAPTURE CHT

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared BEVERLY CARTWRIGHT known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal in the State and County aforesaid, this 20 day of NUNCS 1997.



NOTARY PUBLIC State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

organize or qualify under the laws of the State of Florida with its principal place of business at 51 NE 79TH STREET, MIAMI, FLORIDA 33137 has named BEVERLY CARTWRIGHT, of 51 NE 79TH STREET, MIAMI, FLORIDA FLORIDA 33137, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

| Dated this | 20 day of JUNE , 1997. | | |
|------------|-------------------------------------|-----------|---|
| | BY: | 97 | _ |
| | BEVERLY CARTWRIGHT Registered Agent | JUN ME | |
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