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LAW OFFICES

STUART G. REINFELD

SUITE 100A

8551 WEST SUNRISE BOULEVARD

FORT LAUDERDALE, FLORIDA 33322

STUART G. REINFELD, LL.M., J.D.

BROWARD (954) 370-2205

FAX (954) 370-7488

June 26, 1997

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Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: Costa Rican Cafe, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	\$ 35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Linda Ruddy

LINDA RUDDY
Legal Assistant

lsr
Enclosures
cc: Mr. Cordoba

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FILED
97 JUN 30 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUN 30 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COSTA RICAN CAFE, INC.

ARTICLE I - NAME

The name of this Corporation is COSTA RICAN CAFE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7040 West Palmetto Park Road #4 - Suite 391, Boca Raton, FL 33433, and the name of the initial registered agent of this corporation at that address is Leonel Cordoba.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

7040 West Palmetto Park Road #4 - Suite 391
Boca Raton, FL 33433

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Leonel Cordoba
7040 West Palmetto Park Road #4 - Suite 391
Boca Raton, FL 33433

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Leonel Cordoba
7040 West Palmetto Park Road #4 - Suite 391
Boca Raton, FL 33433

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

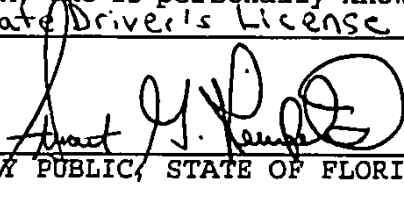
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 26th day of June, 1997



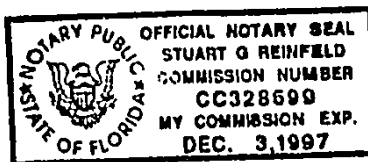
LEONEL CORDOBA, Incorporator

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of June, 1997, by LEONEL CORDOBA, who is personally known to be or who has produced New York State Driver's License as identification.



NOTARY PUBLIC, STATE OF FLORIDA



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DESIGNATION OF REGISTERED AGENT

FOR

COSTA RICAN CAFE, INC.

DEPT. OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, COSTA RICAN CAFE, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Leonel Cordoba, located at 7040 West Palmetto Park Road #4 - Suite 391, Boca Raton, FL 33433, as its agent to accept service of process within Florida.

DATED: June 26, 1997



LEONEL CORDOBA
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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 my duties.

DATED: June 26, 1997



LEONEL CORDOBA
Registered Agent