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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32399

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****122.50 ****122.50

SUBJECT: ATRIUM CAFE, INC.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u> </u> \$ 70.00	<u> </u> \$ 78.75	<u> X </u> \$ 122.50	<u> </u> \$ 131.25
Filing Fee	Filing fee & Certificate	Filing fee & Certified copy	Filing fee, Certified copy & Certificate

FROM: OTTO ACOSTA
Name (printed or typed)

6745 Gadwall Lane
Address

Orlando, Florida 32810
City, State & Zip

(407) 296-8314
Daytime Telephone number

FILED
97 JUL 07 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/8/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1997

OTTO ACOSTA
6745 GADWALL LANE
ORLANDO, FL 32810

SUBJECT: ATRIUM CAFE
Ref. Number: W97000015718

We have received your document for ATRIUM CAFE and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 797A00035231

**ARTICLES OF INCORPORATION
OF
ATRIUM CAFE OF ORLANDO**

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida; and further do agree to the following condition of said Corporation:

ARTICLE I

The name of this Corporation shall be:
ATRIUM CAFE OF ORLANDO, INC.

and its business shall be carried in Orange County, Florida and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. The nature of the business and the objects and purposes to be transacted, promotes or carried on by this Corporation are to engage in any lawful act or activity for which Corporation may be organized, under the Corporation Act of the State of Florida.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To buy, sell, manufacture, repair, alter and change, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of said business, or commonly supplied or dealt with in connection with any of the said business.
4. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

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**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 100 shares no par value common stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is \$ 1,000.00 (One Thousand) Dollars.

**ARTICLE V
TERMS OF EXISTENCE**

This Corporation shall be in perpetual existence unless dissolved by action of law or by vote of the stockholders.

**ARTICLE VI
ADDRESS**

This initial post office address of this Corporation in the State of Florida is:
745 Bennett Road
Orlando, Florida 32803

**ARTICLE VII
DIRECTORS**

This Corporation shall have no less than two (2) Directors, who need not be stockholders. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Law hereof, but at no time shall there be a number less than one (1).

ARTICLE VIII

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follow:

President:

OTTO ACOSTA
6745 Gadwall Lane
Orlando, Fl. 32810

Vice-President:

JORGE NAVARRO CARVAJAL
6628 Tangle Wood
Orlando, FL. 32821

Secretary:

OTTO ACOSTA
6745 Gadwall Lane
Orlando, FL. 32810

ARTICLE IX SUBSCRIBERS

The name and post office address of each subscriber to these Article of Incorporation, the number of shares of stock each agree to take, and the Value of the consideration paid thereof are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of amount of shares paid</u>
OTTO ACOSTA	6745 Gadwall Lane Orlando, FL. 32818	100 Shares
JORGE NAVARRO CARVAJAL	6628 Tangle Wood Orlando, FL. 32818	0 Shares

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the voting shares.

ARTICLE XI POWERS OF THE BOARD OF DIRECTORS

In furtherance and not limitation of the power conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorized and cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
3. If the By-Laws so provide, to designate by resolution one or more of their number to constitute and executive Committee, which Committee, to the extent provided in the resolution or in the By-Law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follow:

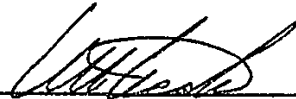
Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it at the Corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Article of Incorporation on July 1, 1997. The undersigned incorporators hereby declare, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.



OTTO ACOSTA
6745 Gadwall Lane
Orlando, Fl. 32810



JORGE NAVARRO CARVAJAL
6628 Tangle Wood
Orlando, FL. 32821

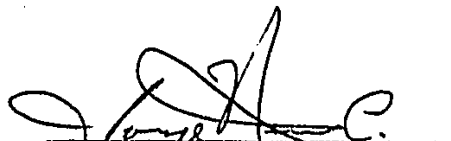
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT:

That Otto Acosta, and Jorge Marciano Carvajal desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida has named Otto Acosta, located at 6745 Gadwall Lane. Orlando, Florida 32810 as its agent to accept service of process within Florida.



OTTO ACOSTA
6745 Gadwall Lane
Orlando, Fl. 32810



JORGE NAVARRO CARVAJAL
6628 Tangle Wood
Orlando, FL. 32821

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the Corporation is: ATRIUM CAFE OF ORLANDO, INC

2. The name and address of the registered agent and office is:

OTTO ACOSTA
6745 Gadwall Lane
Orlando, Florida 32810

Having been named as registered agent and to accept service of process for
the above stated corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree too act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.


Otto Acosta/Registered Agent

7-11-
Date

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