

P.970000 71265



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 496029 142945A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 13, 1997

ORDER TIME : 3:04 PM

ORDER NO. : 496029-005

CUSTOMER NO: 142945A

CUSTOMER: Mr. Robert Tememe
JURIS-CONSULTANTS, INC.

5770 S.w. 55th Street

Miami, FL 33155

800002266458--7
-08/14/97--01001--011
*****70.00 *****70.00

DOMESTIC FILING

NAME: ~~SECRET~~ SWEET GARDEN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
97 AUG 13 AM 10:33
TALLAHASSEE, FLORIDA
STATE
DIVISION OF CORPORATION
97 AUG 13 PM 4:22
RECEIVED

W97-18775

6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 14, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

SUBJECT: THE SECRET GARDEN, INC.
Ref. Number: W97000018775

We have received your document for THE SECRET GARDEN, INC. and your check(s) totaling \$70.00. 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 697A00041230

RECEIVED
97 AUG 18 AM 9:53
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

THE SWEET GARDEN, INC.

FILED
97 AUG 13 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

THE SWEET GARDEN, INC.

ARTICLES II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is: restaurant; sandwich shop, general business; investments; etc.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is: ONE THOUSAND (1,000) shares of common stock having a nominal of \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which the corporation will begin business is: ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the initial office of this corporation in the state of Florida is:

1059 Collins Ave. #108, Miami Beach, FL 33139

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

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

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Eric Frizza	1414 Collins Ave., #303 Miami Beach, FL 33139	President/Director

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Eric Frizza	1414 Collins Ave., #303, Miami Beach, FL 33139

ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services.

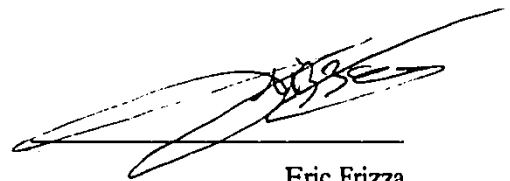
ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII. AMENDMENTS

This 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 stockholders' Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of August, 1997.

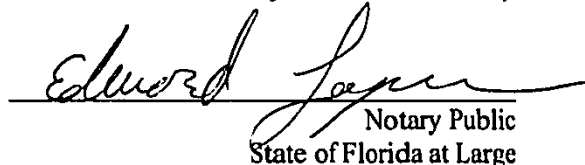
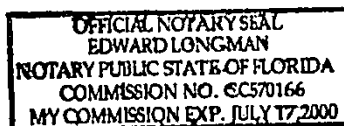


Eric Frizza
Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the County and State above to take acknowledgments, personally appeared Mr. Eric Frizza to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 7 day of *AUGUST*, 1997.



Notary Public
State of Florida at Large

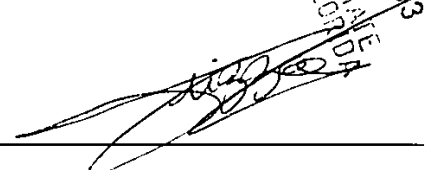
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

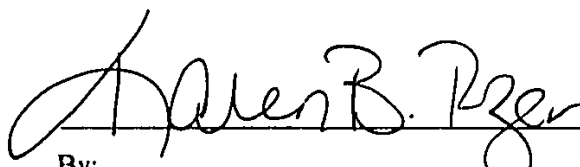
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: **THE SWEET GARDEN, INC.**

2. The name of the Registered Agent and address of the Registered Office is
CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301


Eric Frizza
Title: President/Director/Incorporator
Date: August 6, 1997

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 to act in that 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 obligation of my position as Registered Agent.


By: _____, Registered Agent
Karen B. Rozar, As Its Agent