



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

August 28, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: TASTY SUCKERS OF SOUTH BEACH INC.
P3314659TAYEV

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-09/10/97--01072--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for TASTY SUCKERS OF SOUTH BEACH INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow
Corporate Service Incorporator

enc.

FILED
97 SEP 10 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 9/11/97

**ARTICLES OF INCORPORATION
OF
TASTY SUCKERS OF SOUTH BEACH INC.**

FILED

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

97 SEP 10 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation shall be **TASTY SUCKERS OF SOUTH BEACH INC.**

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 5900 Maynada street, Coral Gables, FL 33146.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Manny Yevancey 500 Maynada Street, Coral Gables, FL 33146.

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation
1313 N. Market Street,
Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified

above, declare that we have examined the foregoing this 25th day of August, 1997.

Wendy Snow

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of August, 1997 by Wendy Snow.

Susan M. Griffin
Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow c/o The Company Corporation
1313 N. Market Street, Wilmington, DE 19801-1151. (302) 575-0440.

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this TASTY SUCKERS OF SOUTH BEACH INC.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Coral Gables, State of Florida, has named Larry Wolfe located at
200 - A John Knox Road, Tallahassee, FL 32303-6643

_____ as its agent for service of process within Florida.

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

Long Beach

August 28, 1997

Date _____

SECTION OF STATE
TALLAHASSEE, FLORIDA

97 SEP 10 AM 9:42

FILED