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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: J.P. CAFETERIA, INC.

AUDIT NUMBER.....H97000015343

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: J. P. CAFETERIA, INC.
REF: W97000021353

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If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H97000015343
Letter Number: 097A00046062

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**ARTICLES OF INCORPORATION
OF
J. P. CAFETERIA, INC.**

The undersigned, acting as incorporator of a corporation pursuant to chapter Florida statutes, adopt the following articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is **J. P. CAFETERIA, INC.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation is:

127 North Miami Avenue
Miami, FL 33128

**ARTICLE III
PURPOSE & TERM**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation shall have perpetual existence.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The members of the Board of Directors will be elected every two (2) years in a special meeting to be held the second Tuesday of the month of January of every year as stated in the by laws of the corporation.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the corporation is:

Fidel Pena
127 North Miami Avenue
Miami, FL 33128

This instrument was prepared by:
Osvaldo N. Soto, Esq.
2151 Lejeune Road, Suite 310
Coral Gables, FL 33134
305-567-0010
FBN-202614

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TALLAHASSEE, FLORIDA

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**ARTICLE VI
LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in Section 607, Florida Statutes, unless limited as follows: NONE

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial Directors of this corporation is :

<u>NAME</u>	<u>ADDRESS</u>
Fidel Pena President	127 North Miami Avenue Miami, FL 33128
Francisco Pena Secretary/Treasurer	127 North Miami Avenue Miami, FL 33128

**ARTICLE VIII
BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
CAPITAL STOCK**

This corporation is authorized to issue fifty (50) shares at Ten Dollars (\$10.00) par value. The initial capital is Five Hundred Dollars(\$500.00).

**ARTICLE XI
PRINCIPAL CORPORATION ADDRESS**

The principal address of the corporation is:

127 North Miami Avenue
Miami, FL 33128

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**ARTICLE XII
PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of ny 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 XIII
INCORPORATOR**

The name and address of the Incorporator who has executed this Articles of Incorporation:

Fidel Pena
127 North Miami Avenue
Miami, FL 33128

**ARTICLE XIV
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this ____ day of September, 1997.


FIDEL PENA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES. DATED THIS ____ DAY OF SEPTEMBER, 1997.


FIDEL PENA

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared FIDEL PENA, who is personally known to me, or () who produced a Florida driver's license as identification and

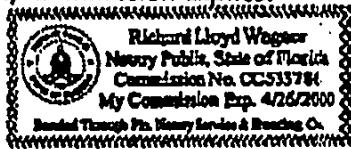
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who did not take an oath on this 27 day of August, 1997.

Richard Lloyd Wagner
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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