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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOSEPH G. RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MARAKESH RESTAURANT INC.

AUDIT NUMBER.....H97000017190

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

October 16, 1997

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: MARAKESH RESTAURANT INC.
REF: W97000023581

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

10-15-97

Article I. Name

The name of this Florida corporation is:
Marakesh Restaurant Inc.

Article II. Address

The mailing address of the Corporation is:
Marakesh Restaurant Inc.
112 Ocean Drive
Miami Beach FL 33139

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Hassan Kadiri
Michael Kadosh

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jurie Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
305-373-5802

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Article V. Capital Stock

The Corporation shall have the authority to issue 196,078 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

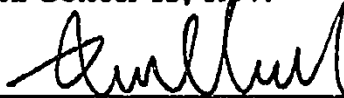
The name and address of the incorporator is:

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 15, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 15, 1997.



JURIS MAGISTER CORPORATE SERVICES

Luis Agramunt, President
by L.A. Uriarte as attorney-in-fact

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
305-373-5802

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Marakesh Restaurant Inc.

REGISTERED AGENT/OFFICE:

**Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT

by L.A. Uriarte as attorney-in-fact

Date: October 15, 1997

**Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
305-373-5802**

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