

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Raffa's Cafe #1, Inc.

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Dissolution / Withdrawal _____
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✓ Cert. Copy _____
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Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
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Fictitious Owner Search _____
Vehicle Search _____
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Signature _____

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ARTICLES OF INCORPORATION

OF

RAFFA'S CAFÉ #1, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: RAFFA'S CAFÉ #1, INC. The principal office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Marcelo De Oliveira Brisolla
200 Robinson Street
Suite 500
Orlando, Florida 32801

Reinaldo Luiz Dagnolo
200 Robinson Street
Suite 500
Orlando, Florida 32801

Article 7. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

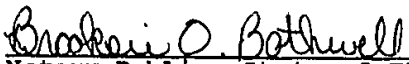
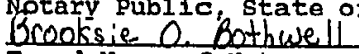
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27th day of October, 1997.


G. Steven Brown

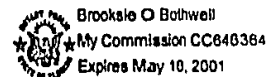
STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of October, 1997.


Notary Public, State of Florida at Large

Typed Name of Notary Public
Commission No.:

(NOTARY SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of RAFFA'S CAFE #1, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 27th day of October, 1997.

FLORIDA CORPORATE SUPPORT, INC.

By: 

G. Steven Brown

As Its: Assistant Secretary

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