### TRANSMITTAL LETTER

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FILED
SECRETARY OF STATE
WISION OF CORPORATIONS

97 DEC 23 PM 1:43

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

200002381372--6 -12/23/97--01107--013 \*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: B	Me's Cafe (Proposed to	orporate name - must include suffix)	and the second second
Enclosed is an original a	and one(1) copy of the article	es of incorporation and a check for:	
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	■\$122.50 □ \$131.25  Filing Fee Filing Fee, & Certified Copy & Certificate	
		ADDITIONAL COPY REQUIRED	
FROM: _	PEGGY Name (Pi	BEAS/EL/ rinted or typed)	1 . 4 . 7
	Po Box 2	447 Address	<u>.</u> **-=
	Lake Wales City,	FL 33859-2447 State & Zip	 <del>1</del>
		1 / 0// 100 3023:	

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

16p 12-24-97

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PHONE NO. : 941 965 4576

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ARTICLES OF INCORPORATION

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The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

#### FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Bille's CAFE Inc.

#### SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

## THIRD PRINCIPAL OFFICE

The principal office of the Corporation is

134 Hwy (10 East), Lake Wales, FL 33853.

The mailing address of the principal office is

PO Box 2447, Lake Wales, FL, 33859.

## FOURTH REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 134 Hwy 60 East Lake Wales 14. The name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is 100 Beasley 128 Cullan St., Lake Wales , FI 33853.

#### FIFTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

#### SIXTH SHARES

The total authorized capital stock of the Corporation is /OOO shares having a Par Value of OOO. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

#### SEVENTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Peggy J BEASTEY
PO BOX 2447
Lake Wales FL
33859-2447

#### EIGHTH DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Articles of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Peggy J Beasley Denni POBN 2447 POBON LOKE Wales FL 33859 LOKE W

Dennis A Beasley PO Box 2447 Lake Wales Fl 33859

#### NINTH INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be JANUARY 1, 1998

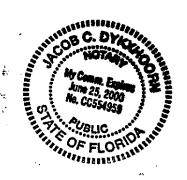
In Witness Whereof, the undersigned Incorporator has caused this Articles of Incorporation to be executed as of DECEMBER 22, 1997.

Incorporator

STATE OF FLORIDA COUNTY OF POLK

The forgoing Articles of Incorporation were acknowledged before me, this 200 day of December 1997. Identification by driver's license.

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Peggy J Beasley	
being appointed in the following Articles of Incorporation	
as the Registered Agent for /);///8/< //a/c	
accepts the appointment as registered agent for said	
corporation this 15th day of December , 1997.	

13.15-97 Date