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TALLAHASSEE FLORIDA

1/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ANTHONY P. BERNARD
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NAME: DOWNTOWN CAFE, INC.

AUDIT NUMBER.....H98000000657

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

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B. McKnight JAN 13 1998

FAX AUDIT#: H98000000657

ARTICLES OF INCORPORATION

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TALLAHASSEE FLORIDA

DOWNTOWN CAFE, INC.

(Name of Corporation)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS : DOWNTOWN CAFE, INC.
299 NE 2ND AVENUE, MIAMI, FL. 33132

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND SHARES (1000) OF ONE DOLLAR (\$) (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INTIAL REGISTERED AGENT OF THIS CORPORATION IS :

NAME MICHAEL C. CAFARO

ADDRESS 100 NE 15TH STREET SUITE 103-C

CITY HOMESTEAD STATE FLORIDA ZIP 33130

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INTIAL DIRECTOR (S) OF THE CORPORATION ARE AS FOLLOWS:

NAME ROBERT VILLANUEVA (PRESIDENT/TREASURER)

ADDRESS 299 NE 2ND AVENUE

CITY MIAMI STATE FLORIDA ZIP 33132

NAME

ADDRESS

CITY STATE ZIP

NAME

ADDRESS

CITY STATE ZIP

NAME

ADDRESS

CITY STATE ZIP

PREPARED BY : ANTHONY BERNARD

16201 S.W. 95 AVENUE

STE. # 109

MIAMI FL 33157

(305) 251-4591

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME ROBERTO VILLANUEVA (PRESIDENT/TREASURER)

ADDRESS 229 NE 2ND AVENUE

CITY MIAMI STATE FLORIDA ZIP 33132

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS SIXTH DAY OF JANUARY 1998

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY
SET FORTH ABOVE, PERSONALLY APPEARED

ROBERTO VILLANUEVA

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION,
AND WHO ACKNOWLEDGED BEFORE ME THAT HE _____ EXECUTED THESE ARTICLES OF INCORPORATION.

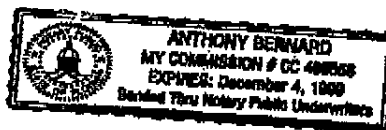
IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID,
THIS SIXTH DAY OF JANUARY 1998

(NOTARY SEAL)

(NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

MY COMMISSION EXPIRES:

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

DOWNTOWN CAFE, INC.

(NAME OF CORPORATION)

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION

AT 100 NE 15TH STREET, SUITE 103-C

HAS NAMED MICHAEL C CAFARO

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.



(REGISTERED AGENT)

PREPARED BY: ANTHONY BERNARD
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STE.# 109
MIAMI FL 33157
(305) 251-4591

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