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Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW
SUITE 106, SCHEVER INTERNATIONAL PLAZA
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433
TELEPHONE (561) 391-5555
FACSIMILE (561) 395-5012

FILED
98 JAN 15 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

January 14, 1998

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/15/98--01053--014
***122.50 ***122.50

RE: CAFE ACQUISITION CORPORATION

Dear Sir/Madam:

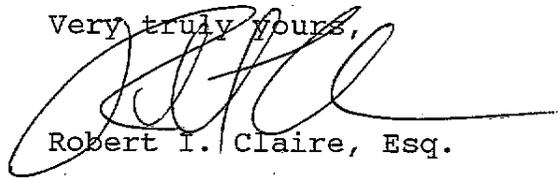
Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees \$ 35.00
Cert. copy 52.50
Reg. Agent 35.00
Amount \$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire, Esq.

RIC/jc
Enclosures/check

P. Har
JAN 16 1998

ARTICLES OF INCORPORATION
OF
CAFE ACQUISITION CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

CAFE ACQUISITION CORPORATION
7777 Glades Road, Suite 213
Boca Raton, FL 33434

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To acquire and manage an ownership interest in a public company.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish

them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road Suite 106 Boca Raton, FL 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Manny Shulman, Director 7777 Glades Road, Suite 213
Boca Raton, FL 33434

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Manny Shulman, President, 7777 Glades Road, Suite 213
Treasurer and Secretary Boca Raton, FL 33434

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

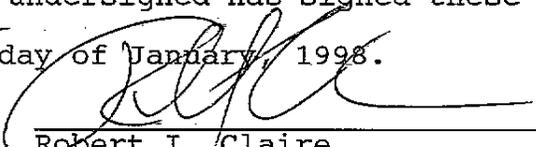
Robert I. Claire 7280 W. Palmetto Park Road
Suite 106
Boca Raton, FL 33433

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 14th day of January, 1998.



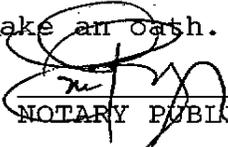
Robert I. Claire

STATE OF FLORIDA

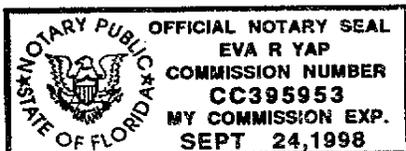
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 14th day of JANUARY, 1998, by Robert I. Claire, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

My commission expires:



NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

FILED

98 JAN 15 AM 9:14

The undersigned hereby accepts the appointment as Registered Agent of **CAFE ACQUISITION CORPORATION** which is contained in the foregoing Articles of Incorporation.

DATED this 14th day of January, 1998.


Robert I. Claire
Registered Agent