

P98 00000 9930

Wendy Grimaldi
91200 Overseas Highway
Tavernier, FL 33070
January 12, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

200002416162--0
-01/29/98--01076--009
****122.50 ****122.50

RE: The Frog & The Fly, Inc. ^{Café}

Dear Sir/Madam:

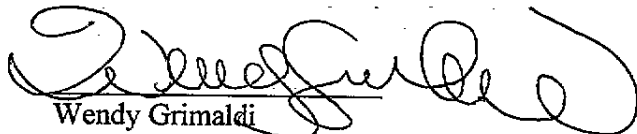
Relative to the above proposed Florida Corporation, I enclose original Articles of Incorporation and Acceptance of Registered Agent. Please return one certified copy of the Articles to the above address.

I also enclose a check in the amount of \$ 122.50 to cover all filing fees.

Thank you.

FILED
98 JAN 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,


Wendy Grimaldi

Enclosures

F. CHESSEN FEB 2 1998

ARTICLES OF INCORPORATION

OF

THE FROG & THE FLY^{Cafe}, INC.

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be The Frog & The Frog^{Cafe} Inc., and its principal office address is: 91200 Overseas Highway, Tavernier, Florida 33070.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue two hundred (2000) shares of common stock at \$ 1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 80455 Old Highway, Apt. 1 Islamorada, Florida ,33036 and the name of the initial Registered Agent of this corporation at that address is Wendy Grimaldi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) director 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 name and addresses of the initial directors are:

Wendy Grimaldi
President/Treasurer

830455 Old Hwy., Apt 1
Islamorada, Fl 33036

Fenia Clizer
Vice-President/Secretary

80455 Old Hwy., Apt 2
Islamorada, Fl 33036

FILED
98 JAN 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Wendy Grimaldi

80455 Old Hwy., Apt 1
Islamorada, Fl 33036


ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their names:

Wendy Grimaldi
Fenia Clizer

200 Shares.
200 Shares

ARTICLE IX. AMENDMENTS. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of January, 1998

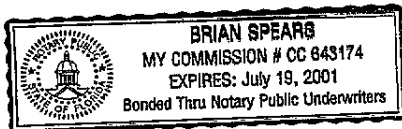

Wendy Grimaldi

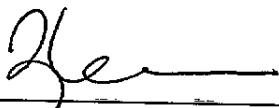
STATE OF FLORIDA

COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Wendy Grimaldi, who acknowledged before me that he executed these Articles of Incorporation for the reasons and purposes therein stated and that they are true and correct.

SUBSCRIBED AND SWORN TO THIS 26 Day of January, 1998.





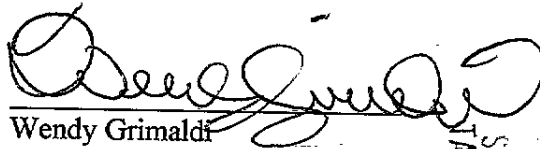
Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of
The Frog & The Fly, ^{Cafe} Inc., as designated in these Articles, I hereby accept
and agree to act in this capacity and to comply with the provisions of said Act
relative to keeping said office open.

DATED this ____ day of January, 1998.


Wendy Grimaldi

98 JAN 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED