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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: GRANDPA'S "OHL SOUTHERN" COFFEE CAKE, INC.
AUDIT NUMBER.....H98000003424
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation GRANDPA'S "OHL SOUTHERN" COFFEE CAKE, INC.
Address of Corporation 6744 NORTHEAST 4th AVENUE
MIAMI, FLORIDA 33138

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: JEFFREY A. STERN
and
REGISTERED OFFICE: 6744 NORTHEAST 4th AVENUE
MIAMI, FLORIDA 33138

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent

2/19/98
Date

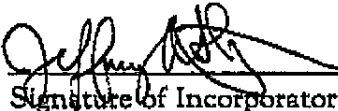
Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. ONLY N. STERN
6744 NORTHEAST 4th AVENUE
MIAMI, FLORIDA 33138

Article 5: The Name and Address of the INCORPORATOR is:

JEFFREY A. STERN
6744 NORTHEAST 4th AVENUE
MIAMI, FLORIDA 33138

In witness whereof, I have subscribed my name


Signature of Incorporator

JEFFREY A. STERN

Prepared by: H98-3424
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA