

P98000002/307

JERRY KAHN ESQUIRE
ATTORNEY AT LAW

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141 71 Street
Miami Beach, FL 33141

Tel 305 861-3606
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Corporate Records
Florida Department of State
Box 6327
Tallahassee, Florida 32314

300002437843--9
-02/23/98--01088--013
****122.50 ****122.50

Re: Incorporation
H.B.M. Inc.

Sir:

Enclosed you will find two executed articles of incorporation for the above corporation and my firm check in the amount of \$122.50.

Please incorporate and return executed articles with certificate from the Secretary of State.

I am respectfully,

Jerry Kahn Esquire

FILED
98 MAR -5 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/3/98
3/15/98
H.B.M. 32401
2/23/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1998

JERRY KAHN, ESQUIRE
BOX 41-4213
141 71 STREET
MIAMI BEACH, FL 33141

SUBJECT: H.B.M. INC.
Ref. Number: W98000004073

We have received your document for H.B.M. INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 998A00010369

OK
enclosed
Thank you

**STEPHAN'S GOURMET & CAFE INC.
CORPORATE ARTICLES**

The undersigned, subscriber to these articles of incorporation, a natural person competent to contract, hereby presents these articles for the formation of a corporation under Florida law.

1. The name of the corporation shall be STEPHAN'S GOURMET & CAFE INC.
2. The corporation shall be organized to have a maximum of 100 shares of stock outstanding at any one time. The shares of the outstanding stock shall have a par value of \$1.00 per share.
3. The corporation may engage in any activity or business permitted in Florida.
4. The initial address of the principal office and registered office and the name of the registered agent shall be Hany Ayoub located at 6801 Collins Avenue, Miami Beach, FL 33141. The board of directors shall from time to time move the office of the registered agent to any address in Florida.
5. Initially the corporation shall have 1 director and their number shall be increased or diminished from time to time by the by-laws adopted by the shareholders.
6. The amount of capital which the corporation shall begin business is \$501.00.
7. The corporation shall exist perpetually.
8. The name and address of the first board of directors is Hany Ayoub located at The Casa Blanca Hotel, 6345 Collins Avenue, Miami Beach, FL 33141.
9. The name and post office address of the subscriber to these articles of incorporation and the number of shares he has agreed to take is Hany Ayoub located at The Casa Blanca Hotel, 6345 Collins Avenue, Miami Beach, FL 33141, 100 shares.
10. These articles of incorporation may be amended in any manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders and approved at a shareholders' meeting by a majority of shares entitled to vote thereon, unless the shareholders and directors sign a written statement manifesting their intention that a certain amendment to these articles be made.

SUBSCRIBER

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Hany Ayoub
Hany Ayoub

On March 2, 1998, Hany Ayoub, acknowledged the foregoing instrument before me and produced a driver's license as identification and took an oath.

Notary Public State of Florida
My commission expires:



JERRY KAHN
My Commission CC405295
Expires Sep. 06, 1998
Bonded by HAI

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

First that STEPHAN'S GOURMET & CAFE INC., a corporation desiring to organize and qualify under the laws of Florida with its principal place of business in the city of Miami Beach, Florida, has named, Hany Ayoub located at The Casa Blanca Hotel, 6345 Collins Avenue, Miami Beach, FL 33141 as its agent to accept service of process in Florida.

Hany Ayoub
President Hany Ayoub



JERRY KAHN
My Commission CC405295
Expires Sep. 06, 1998
Bonded by HAI
300-422-1555

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT
Hany Ayoub

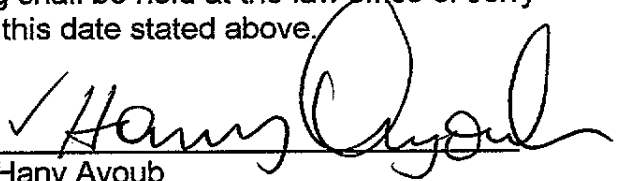
March 2 1998

**MINUTES OF SPECIAL MEETING
OF
SETPHAN'S GOURMENT MARKET INC.**

Dated: March 2, 1998

WAIVER OF NOTICE MEETING

The undersigned, being the President and sole director of the above named corporation, a Florida corporation, hereby waives notice of this special meeting of the of the corporation and agree that a special corporate meeting shall be held at the law office of Jerry Kahn Esquire, 1141 71st Street, Miami Beach, Florida this date stated above.


Hany Ayoub

MINUTES OF SPECIAL MEETING

This special meeting of the sole incorporator and shareholder was held at the above time and place date as stated in the Waiver of Notice executed aforementioned.

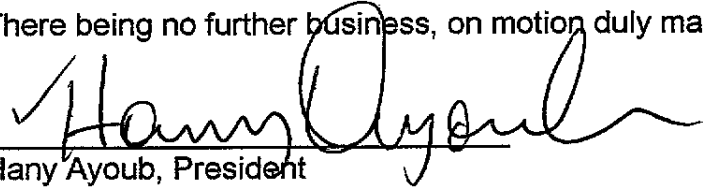
Hany Ayoub, President, called the meeting to order and

On motion duly made, seconded and carried:

The corporation hereby authorizes the use of the following name which is similar to this corporate name:

STEPHANS'S GOURMET & CAFÉ INC.

There being no further business, on motion duly made, the meeting was adjourned.


Hany Ayoub, President
March 2, 1998

FILED
MAR -5 AM 11:22
TALLAHASSEE, FLORIDA