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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Upstream Cafe Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
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Date: *3/11*

FILED
98 MAR 11 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 11 PM 2:16
DIVISION OF CORPORATION

**Articles of Incorporation
of
UPSTREAM CAFE, INC.**

FILED
98 MAR 11 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Upstream Cafe, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any and all business authorized by the laws of the United States and the State of Florida.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial address in Florida of the initial registered office of the corporation is 247 N. Collier Blvd. Suite 202, Marco Island, Florida 34145 and the name of the initial registered agent at such address is William G. Morris, Esq.

SIXTH: The principal office of the corporation, if known, or its mailing address is Pavilion Shopping Center, 823 Vanderbilt Beach Road, Naples, FL, 34108.

SEVENTH: The initial board of directors shall consist of two (2) members. Members of the Board of Directors need not be residents of Florida or shareholders of the corporation.

EIGHTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as follows:

Name	Number and Street	City	State	Zip Code
Joseph DiPascale	1631 Orleans Ct., Marco Island		FL	34145
Jennifer DiPascale	1631 Orleans Ct., Marco Island		FL	34145

NINTH: The name and address of the initial incorporator is as follows:

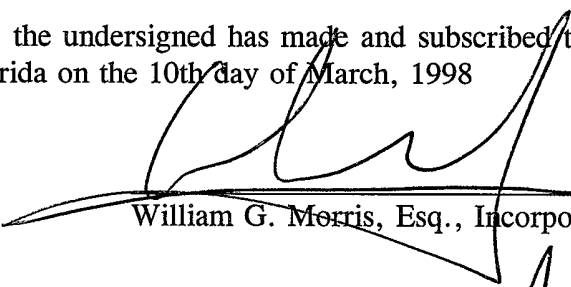
Name	Number and Street	City	State	Zip Code
William G. Morris, Esq.	PO Box 2056, Marco Island		FL	34146

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock, with the exception of Article Eleventh, which shall require unanimous vote for change.

ELEVENTH: Stock transfer restrictions may be adopted and amended by unanimous vote of the initial directors prior to issuance of stock, and thereafter by the unanimous approval of shareholders.

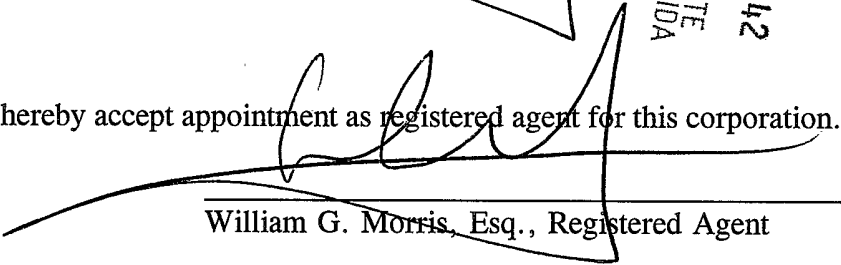
TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Marco Island, Florida on the 10th day of March, 1998


 William G. Morris, Esq., Incorporator

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 98 MAR 11 PM 3:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The undersigned does hereby accept appointment as registered agent for this corporation.


 William G. Morris, Esq., Registered Agent