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NAME: JERK CUISINE, INC.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

April 6, 1998

EMPIRE CORPORATE KIT COMPANY

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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Sharon Tala
Document Specialist SupervisorFAX Aud. #: H98000006517
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**ARTICLES OF INCORPORATION
OF
JERK CUISINE, INC.**

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is JERK CUISINE, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

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TALLAHASSEE, FLORIDA

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson
ROBINSON & COMPANY
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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2

ARTICLE V

The name of the initial registered agent of this corporation is KIRK HARPAUL state address of the initial registered office of the corporation in the State of Florida is 18719 SOUTH DIXIE HWY, MIAMI, FL 33157.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Directors are:

KIRK HARPAUL	18719 South Dixie Hwy Miami, FL 33157
JANET SALMON	18719 South Dixie Hwy Miami, FL 33157
LISA HARPAUL	18719 South Dixie Hwy Miami, FL 33157

ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is KIRK HARPAUL, 18719 SOUTH DIXIE HWY., MIAMI, FLORIDA 33157.

ARTICLE VIII BYLAWS

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3

The name and address of the incorporator of these articles of Incorporation is KIRK HARPAUL of
18719 SOUTH DIXIE HWY., MIAMI, FLORIDA 33157.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 10 day of MAR, 1998.

Kirk Harpaul
KIRK HARPAUL

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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared KIRK HARPAUL known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 10 day of MARCH 1998.



"OFFICIAL SEAL"
Colin O. Robinson
My Commission Expires 9/5/98
Commission #CC 405099


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that JERK CUISINE, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 18719 SOUTH DIXIE HWY., MIAMI, FLORIDA 33157 has named KIRK HARPAUL, of 18719 SOUTH DIXIE HWY., MIAMI, FLORIDA 33157, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 10 day of March, 1998.

BY: Kirk Harpaul
KIRK HARPAUL
Registered Agent

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**CONSENT TO ACTION TAKEN
IN LIEU OF PRE-ORGANIZATION MEETING
OF
JERK CUISINE, INC.**

The undersigned being the incorporators of the corporation consent to and ratify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on _____ with the Secretary of State of Florida was approved and inserted in the book of this corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year until their successors are appointed or elected and shall qualify:

KIRK HARPAUL

JANET SALMON

LISA HARPAUL

The persons whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Office	Name
President	KIRK HARPAUL
V. President	JANET SALMON
Secretary	LISA HARPAUL
Treasurer	KIRK HARPAUL

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By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel or the corporation were adopted and

The seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

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ISSUANCE OF INITIAL SHARES

a) **ACKNOWLEDGEMENT OF SUBSCRIPTIONS:** The corporation hereby acknowledges that subscriptions were received by it and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
KIRK HARPAUL	51%	\$ 1.00
JANET SALMON	35%	\$ 1.00
LISA HARPAUL	14%	\$ 1.00

b) **PAYMENT OF SUBSCRIPTION:** The officers of the corporation are hereby authorized call for the payment of such subscriptions and issues shares evidenced by properly executed stock certificate against receipt of the subscription prices.

c) **NONASSESSABILITY:** On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

d) **ALLOCATION OF PROCEEDS:** Of the consideration received by the corporation for the capital stock to be issued hereunder, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

e) **DESIGNATION OF BANK DEPOSITORY:** The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the

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name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as a appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors.

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provision of section 1372 of the Internal Revenue Code and the property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first directors of JERK CUISINE, INC. on the date indicated below:

Name of Director

Date of Execution

x Kirk Harpaul
KIRK HARPAUL

March 16, 1998

x Janet Salmon
JANET SALMON

x Lisa Harpaul
LISA HARPAUL

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10

SUBCHAPTER S ELECTION RESOLUTION

RESOLVED, that the corporation elects to become a small business concern under Subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and that the President of the Corporation is authorized to execute said election form, which shall be also executed by all of the Stockholders of the corporation evidencing their consent to the said election

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