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NAME: SOUL FOOD PALACE, INC.

AUDIT NUMBER.....H98000007647

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION  
OF  
SOUL FOOD PALACE, INC.

-----  
The undersigned natural person for the purpose of engaging in a lawful business hereby forms a corporation in accordance with the Florida General Corporation Act, Chapter 607 of the Florida Statutes, and hereby adopts the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be SOUL FOOD PALACE, INC. The street address of the initial principle office is 400 N.W. 6th Avenue, Pompano Beach, Florida 33060.

ARTICLE II. - DURATION

The Corporation shall have perpetual existence.

ARTICLE III. - PURPOSE

The Corporation is organized for the following purposes:  
A. To engage in the businesses of restaurant and entertainment through the retail sale of food, food products, beverages and food service management.

This instrument prepared by:  
ROBERT L. McKINNEY, P.A.  
1611 Northwest 14th Avenue  
Miami, Florida 33125  
Telephone No: (305) 326-77872  
Florida Bar No: 25482

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B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objectives of this corporation.

C. For any other lawful purpose.

#### ARTICLE IV. - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V. - REGISTERED OFFICE AND AGENT

A The address of the initial registered office of the corporation shall be: 400 N.W. 6th Avenue, Pompano Beach, Florida 33060. The name of the initial registered agent at such address shall be: Nicole Jaime Rollins.

#### ARTICLE VI. - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders pursuant to Section 607.0701 of the Florida Statutes, and there shall be no directors.

#### ARTICLE VII. - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as the subscriber is: Nicole Jaime Rollins, 620 Southwest 11th. Street, Deerfield, Florida 33441.

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ARTICLE VIII. - DISSOLUTION

The corporation may be dissolved at any time, (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

ARTICLE IX. - REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process of the above-stated corporation at the place designated in this Articles of Incorporation:

I HEREBY accept to act in this capacity and agree to comply with provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Nicole J. Rollins  
NICOLE JAIIE ROLLINS

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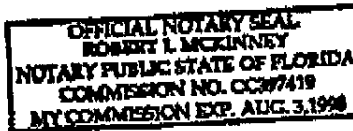
IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Miami, Florida, on the 25th 1998.

Nicole J. Rollins  
NICOLE JAMINE ROLLINS

STATE OF FLORIDA )  
                          SS  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 25th day February, 1998, by Nicole Jamie Rollins

Robert L. McKinney  
NOTARY PUBLIC



Personally Known X OR Produced Identification

Type of Identification Produced \_\_\_\_\_

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