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LAW OFFICES

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May 7, 1998

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Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Burns Lane Café, Inc.

600002519246--3
-05/11/98-01138-015
***122.50 ***122.50


Dear Sir or Madam:

Please find enclosed an original Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for the above-referenced corporation, along with a check in the amount of \$122.50 for the filing fee. Please return a certified copy of the Articles of Incorporation to this office.

Should you have any questions, please do not hesitate to give us a call. Thank you.

Very truly yours,

BECKER & POLIAKOFF, P.A.


Karen J. Van Keuren, CLA, CFLA

/kjkv
Check and Enclosure

International Offices:

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

APPROVED
AND
FILED
98 MAY 11 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 13 1998

Articles Of Incorporation
of
Burns Lane Cafe', Inc.

The undersigned, acting as incorporator(s) of a corporation pursuant to The Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I--NAME

The name of this corporation is Burns Lane Cafe', Inc. (Hereinafter "corporation").

ARTICLE II--PRINCIPAL OFFICE

The Principal place of business of this corporation shall be 516 Burns Lane, Sarasota, Florida and the mailing address shall be 516 Burns Lane, Sarasota, Florida 34236.

ARTICLE III--CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares.

ARTICLE IV--INITIAL REGISTERED AGENT


The name and address of the initial registered agent of the corporation is Richard S. Waid, Esq. at 630 South Orange Avenue, Suite 300, Sarasota, Florida 34236.

ARTICLE V--INCORPORATORS

The names and addresses of the incorporator(s) to these Articles of Incorporation is:

Ann Howells
1111 Gulfstream Drive, #12A
Sarasota, Florida 34236

4th The undersigned have executed these Articles of Incorporation
day of May, 1998.


Ann Howells, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 11 AM 9:35

APPROVED
AND
FILED

Certificate Of Designation
Registered Agent/Registered Office

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is Burns Lane Cafe', Inc.
2. The name and address of the registered agent and office is:

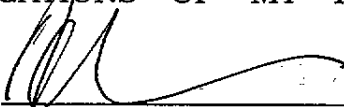
Richard S. Waid, Esq.
630 South Orange Avenue, Suite #300
Sarasota, Florida 34236.


Ann Howells

INCORPORATOR

DATE: MAY 4, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Richard S. Waid

DATE: 5-4-98

98 MAY 11 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED