

Michael F. Novilla
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St. Petersburg, Florida 33711

June 4, 1998

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

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RE: SOUPER FRESH CAFE, INC.

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for SOUPER FRESH CAFE, INC., which certificate incorporates the acceptance by the resident agent.

Enclosed is a check in the amount of \$122.50, representing filing fee \$35.00, certification fee \$52.50, registered agent designation fee \$35.00.

Please file one (1) copy of the enclosed charter and return to me the other copy, duly certified.

Very truly yours,



MICHAEL F. NOVILLA

/b
Enclosures
cc W. Justin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -8 AM 8:09

EP
6-10-98

ARTICLES OF INCORPORATION
OF
SOUPER FRESH CAFE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation is: "SOUPER FRESH CAFE, INC.".

Article II - Principal Office

The principal place of business and the mailing address of this corporation is:
8295 Bayshore Drive
Treasure Island, Florida 33706

Article III - Duration

This corporation shall have perpetual existence unless terminated or dissolved as provided by law.

Article IV - Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

Article V - Capital Stock and Voting Rights

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value, Common Stock, which shall be designated "Common Shares".

The holders of the stock of the corporation shall be entitled to one vote for each share of stock held, at all meetings of the stockholders, regardless of the purpose of such meetings and regardless of the matter voted upon.

Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent is:

William L. Justin 8295 Bayshore Drive
Treasure Island, Florida 33706

Article VII - Directors

Section A. The management and control of this corporation shall be vested in a Board of Directors of not less than one member. The number of directors may be varied from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

Section B. The Board of Directors shall be elected by the stockholders at each annual meeting to be held at the principal office of the corporation or at such other place as shall be designated in and by the notice of the meeting. The officers shall be elected by the Board of Directors at its first meeting following each annual meeting of the stockholders. The names and addresses of the initial directors are:

William L. Justin 8295 Bayshore Drive
Treasure Island, Florida 33706

Rochelle A. Justin 8295 Bayshore Drive
Treasure Island, Florida 33706

Article VIII - Incorporators

The names and addresses of the persons signing these Articles of Incorporation is:

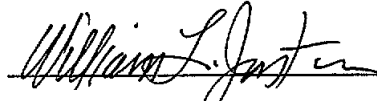
William L. Justin 8295 Bayshore Drive
Treasure Island, Florida 33706

Rochelle A. Justin 8295 Bayshore Drive
Treasure Island, Florida 33706

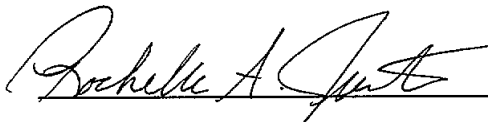
Article IX - Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 4 day of JUNE, 1998.



WILLIAM L. JUSTIN, Subscriber



ROCHELLE A. JUSTIN, Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared ROCHELLE A. JUSTIN and ROCHELLE A. JUSTIN, to me known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the uses and purposes therein expressed. Personally Known.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 4 day of JUNE, 1998, at St. Petersburg, Florida.



Notary Public

My Commission Expires:



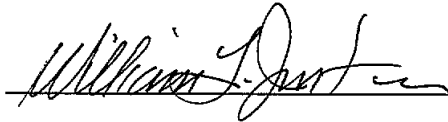
BARBARA L. MONROSE
My Comm Exp. 2/01/00
Bonded By Service Ins
No. CC528274

Personally Known Other I. D.

ACCEPTANCE BY REGISTERED AGENT

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my possession as registered agent.

DATED the 4 day of JUNE, 1998.



WILLIAM L. JUSTIN, Registered Agent

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