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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE OVERSTUFFED COMPANY EAST, INC.
AUDIT NUMBER.....H98000011019
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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H98000011019

ARTICLES OF INCORPORATION

The name of the corporation shall be: THE ORIGINAL OVERSTUFFED COMPANY EAST, INC.

The principal place of business and mailing address of the corporation is:

2001 - NW 2ND AVENUE, BOCA RATON, FL 33431

The corporation shall have the authority to issue 500 shares of stock.

The terms of existence is perpetual.

The purpose of the corporation is :

RETAIL SUB SHOPPE

The registered agent and the registered address of the corporation is:

Jorge R. Bolufe
22412 Cypress Wood Lane
Boca Raton, FL 33428

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The initial Board of Directors shall have 4 member(s) whose name(s) and address(es) is/are as follows:

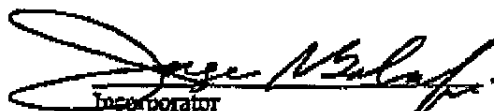
Name	Address	Title
FRANK MEISEL	12889 HYLAND CIRCLE BOCA RATON, FL 33428	SECY
FRANCIS SULLIVAN II	9745 MAJORCA PLACE BOCA RATON, FL 33434	PRES.
CRAIG MEISEL	12889 HYLAND CIRCLE BOCA RATON, FL 33428	V.PRES
BRAD MEISEL	12889 HYLAND CIRCLE BOCA RATON, FL 33428	TREAS

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

The name and address of the incorporator is:

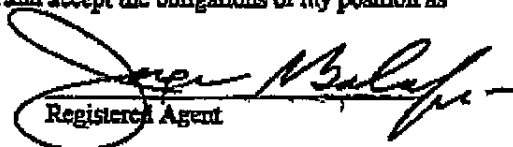
Jorge R. Bolufe
22412 Cypress Wood Lane
Boca Raton, FL 33428

Dated 6/11/98


Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 6/11/98


Registered Agent

Prepared by:
Jorge R. Bolufe
22412 - Cypress Wood Lane
Boca Raton FL 33428
(561) 477-0342

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