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LAW OFFICES
Marc I. Feig
8000 PETERS ROAD
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MARC I. FEIG
MEMBER OF FLORIDA
AND NEW YORK BAR

ALAN POLLACK
OF COUNSEL
MEMBER FLORIDA
AND ILLINOIS BAR

June 10, 1998

EFFECTIVE DATE
6-10-98

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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RE: Articles of Incorporation of New Boca Venture, Inc.,
a Florida Corporation
Our File No.: MIF-7-98

Dear Ladies and Gentlemen:

Enclosed herewith please find the following documentation:

1. Original and one (1) copy of Articles of Incorporation of New Boca Venture, Inc., a Florida Corporation;

2. Marc I. Feig check number 4093 in the sum of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50), said sum represents fee for filing and certified copy;

3. Federal Express envelope for return of certified copy to the undersigned, our account number being 1573-7903-8, to be utilized for shipment.

If the enclosed documents are in order, kindly cause the same to be filed with the Secretary of state. Thereafter, please return the certified copy to the undersigned via federal express in the envelope provided for your convenience.

Thanking you in advance for your prompt attention and cooperation in this matter, and should you have any questions regarding this matter, please feel free to contact me in my office.

Very truly yours,

BY: *Marc I. Feig*

MARC I. FEIG

MIF/dn
encls.

cc: Edward Genovese
John Krumenacker

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NEW BOCA VENTURE, INC.

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DIV. OF INCORPORATIONS
TALLAHASSEE, FLORIDA

WE, the undersigned Incorporators of this Corporation, pursuant to Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

NEW BOCA VENTURE, INC.
2401B N. Federal Highway
Boca Raton, Florida 33431

ARTICLE II

The general nature of the business to be conducted by this Corporation shall be to engage in operating a restaurant/juice bar, to acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any land owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any land so owned, held or occupied, and to encumber or dispose of any land or interest in land, and any buildings or other structures, and any stores, shops, suite, rooms or part of any buildings or other structures, at any time owned or held by the Corporation.

To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by

the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time, owned or held by the Corporation; and

To carry on any other business or enterprise which may be carried on or exercised by a Corporation, organized pursuant to the Florida General Corporation Act.

The Corporation has been organized for the purposes of transacting any or all lawful business, and may do any and all things herein mentioned as fully as to the same extent as a natural person might or could do, to-wit:

(a) To engage in all aspects of business allowed by law concerning real and personal property;

(b) To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of and to invest, trade, deal in, and deal with goods, wares, merchandise, or other personal property of every class and description whatsoever;

(c) To buy, sell, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses;

(d) To operate and maintain stores, warehouses, buildings, or any other real property for the carrying out of any of the foregoing businesses;

(e) To lease, hire or otherwise acquire, to own, to hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein;

(f) To guarantee, to acquire by purchase, subscription or otherwise hold for investment, to otherwise sell, assign transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes, to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same is permitted in the case of a Corporation organized under the General Corporation Laws of the State of Florida, any Corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes;

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, promote and to aid in any way in the formation of any Corporation, domestic or foreign;

(h) To act as financial, business and purchasing agent for domestic and foreign Corporations, individuals, partnerships, associations, state governments, or other bodies;

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses, and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with the business of the Corporation or any other Corporation in which the Corporation may have an interest as a stockholder or otherwise;

(j) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures or other obligations, and evidences of indebtedness payable at a specific time or payable upon the happening of a specific event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objects;

(k) To acquire by purchases, subscription, or otherwise, and to hold for investment, and to own, sell, hold, vote and handle shares of stock in other Corporations;

(l) To have one or more officers conduct its business and promote its objects within and without the State of Florida, in other states, in the District of Columbia, and in the territories, possessions and dependencies of the United States, and in foreign countries without restriction as to place or amount;

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles.

ARTICLE III

This Corporation shall have perpetual existence, unless dissolved pursuant to law.

ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) Shares at One Dollar (\$1.00) Par Value Common Stock, which shall be designated "Common Shares". The Board of Directors may authorize the issuance of such stock to such persons upon such term and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation. All of such stock, when issued, shall be fully paid for, and exempt from assessment. No stockholder of this Corporation shall, because of his or her ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part (prorata or otherwise) of any securities, (equity, debt,

or otherwise), or options, rights, or warrants, to purchase any such securities, issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

ARTICLES V

The amount of capital with which this Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The name and street address of the first Board of Directors are:

JOHN KRUMENACKER, 9120 N.W. 12th Street, Plantation, Florida 33322.

EDWARD GENOVESE, 2773 Oakleigh Lane, Davie, Florida 33324.

ARTICLE VII

The name and street address of the first Officers are:

JOHN KRUMENACKER, President, 9120 N.W. 12th Street, Plantation, Florida 33322.

EDWARD GENOVESE, Vice President, 2773 Oakleigh Lane, Davie, Florida 33324.

KERRY KRUMENACKER, Secretary/Treasurer, 9120 N.W. 12th Street, Plantation, Florida 33322.

ARTICLE VIII

The street address of the initial place of business of this Corporation shall be 2401B N. Federal Highway, Boca Raton, Florida 33431.

ARTICLE IX

The name and address of the initial registered agent of this Corporation is:

MARC I. FEIG
ATTORNEY AT LAW
8000 Peters Road
Plantation, Florida 33324

ARTICLE X

The name and street address of the original subscribers to these Articles of Incorporation are:

JOHN KRUMENACKER
9120 N.W. 12th Street
Plantation, Florida 33322

EDWARD GENOVESE
2773 Oakleigh Lane
Davie, Florida 33324

ARTICLE XI

In the absence of fraud, no contract, or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, partnership, or corporation pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this Corporation, for the purpose of authorizing any such contract, or transaction with like force and effect, as if he were not so interested, or were not a director, member or officer of any such other Corporation, firm, association or partnership.

ARTICLE XII

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIII

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors, and the Shareholders.

ARTICLE XIV

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLES XV

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by a vote of Shareholders.

ARTICLE XVII

The existence of this Corporation shall commence on the date of the subscription and acknowledgment of the Articles of Incorporation, June 10, 1998.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 10th day of June, 1998.


JOHN KRUMENACKER, SUBSCRIBER


EDWARD GENOVESE, SUBSCRIBER

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

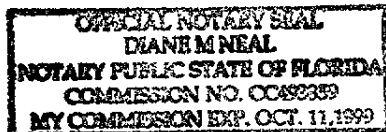
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN KRUMENACKER and EDWARD GENOVESE, who are personally known to me or who has produced a Florida Driver's License, as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of June, 1998.


NOTARY PUBLIC, State of Florida
at Large

DIANE M. NEAL
PRINT NOTARY NAME

My Commission Expires:



HAVING BEEN NAMED to accept service of process for the state Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MARC I. FEIG
REGISTERED AGENT

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA