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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: 19 STREET MUSEUM CAFE, INC.

AUDIT NUMBER.....H98000012039
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: MUSEUM CAFE, INCORPORATED
REF: W98000014918

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS "THE MUSEUM CAFE, INC.", DOCUMENT NUMBER S60589. YOU MUST STATE THE EXACT NUMBER OF OFFICERS/DIRECTORS, AND THE NAMES LISTED MUST CORRESPOND WITH THAT NUMBER THAT YOU HAD LISTED. JUST PUT THEIR TITLES AFTER THEIR NAMES.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000012039
Letter Number: 798A00035441

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ARTICLES OF INCORPORATION
OF
19 STREET MUSEUM CAFE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

19 STREET MUSEUM CAFE, INC.

The principal place of business of this corporation shall be:
1900 COLLINS AVENUE
MIAMI BEACH, FL 33139.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

PREPARED BY:

MJ TAXES & ACCOUNTING
420 Lincoln Road, Suite 387
Miami Beach, FL 33139
(305) 531-4542

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V: OFFICERS DIRECTORS

The name and street address of the initial officer and director,^(a) if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

SOBEIDA VARGAS (PRESIDENT/SECRETARY)
1941 LIBERTY AVENUE # 24
MIAMI BEACH, FL 33139

FREDDY J. DIAZ (VICE PRESIDENT/TREASURER)
1941 COLLINS AVENUE # 27
MIAMI BEACH, FL 33139

ARTICLE VI: INCORPORATOR

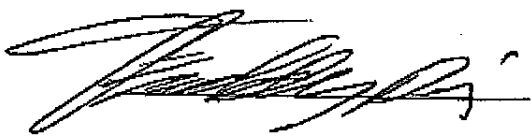
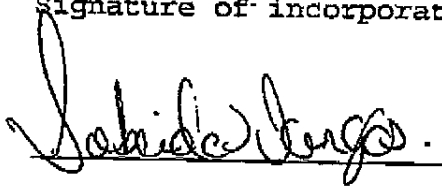
The name and street address of the incorporator to this articles of incorporation is:

SOBEIDA VARGAS
1941 LIBERTY AVENUE # 24
MIAMI BEACH, FL 33139

FREDDY J. DIAZ
1941 COLLINS AVENUE # 27
MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 Days of February, 1998.

Signature of incorporator



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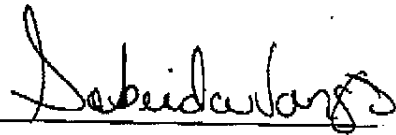
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:
19 STREET MUSEUM CAFE, INC.
2. The name and address of the registered agent and office is:
SOBEIDA VARGAS
1941 LIBERTY AVENUE # 23
MIAMI BEACH, FL 33139

SIGNATURE

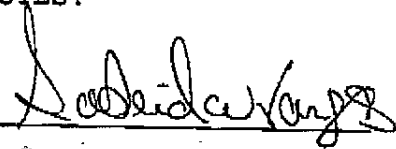


TITLE: PRESIDENT

DATE: 6/23/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE: 6/23/98

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