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From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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FLORIDA PROFIT CORPORATION OR P.A.

CherEl's Espresso Cafe, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
CherEl's Espresso Cafe, Inc.

Article II. Address

The mailing address of the Corporation is:
CherEl's Espresso Cafe, Inc.
7391 Texas Trail
Boca Raton FL 33487

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
David M. Beckerman
1200 North Federal Highway, Suite 320
Boca Raton FL 33432

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Elwood Perry

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

David M. Beckerman | FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-391-8600

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

David M. Beckerman
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 24, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 24, 1998.



DAVID M. BECKERMAN
by L.A. Uriarte as attorney-in-fact

David M. Beckerman | FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-391-8600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

CherEl's Espresso Cafe, Inc.

REGISTERED AGENT/OFFICE:

**David M. Beckerman
1200 North Federal Highway, Suite 320
Boca Raton FL 33432**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID M. BECKERMAN
by L.A. Uriarte as attorney-in-fact

Date: August 24, 1998.

**David M. Beckerman | FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
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