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JONATHAN D. COMMANDER  
ATTORNEY AT LAW  
POST OFFICE BOX 2956  
PALM BEACH, FLORIDA 33480  
(561) 835-6990

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -2 AM 10:40

September 30, 1998

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-10/02/98--01064--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: Blu Dog Cafe, Inc..

Dear Sir or Madam:

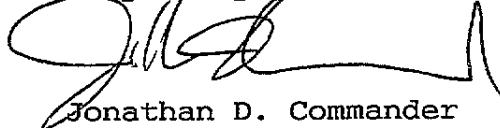
Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced company. Please file the original in your office and return one certified copy to us.

Also enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy of	
Charter and Articles	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$122.50

Thank you very much and please do not hesitate to contact me should there be any questions or difficulties.

Very truly yours,



Jonathan D. Commander

JDC/mo  
Enclosures

F. CHESSEN OCT 5 1998

ARTICLES OF INCORPORATION  
OF  
BLU DOG CAFE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned subscriber to these Articles of Incorporation hereby comes to form a corporation for profit under the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of such corporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be BLU DOG CAFE, INC.

ARTICLE II  
NATURE OF BUSINESS

The corporation shall be authorized to engage in the restaurant, catering, and retail and wholesale food sales business and any other lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The capital stock of this corporation shall consist of one thousand (1,000) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Director(s).

ARTICLE IV  
AMOUNT OF CAPITAL NECESSARY TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE V  
TERM OF EXISTENCE

The corporation shall have perpetual existence beginning October 1, 1998.

ARTICLE VI  
PRINCIPLE PLACE OF BUSINESS

The principle place of business of the corporation shall be in Dade County, Florida, and its principle office shall be at 412 Espanola Way, Miami Beach, Florida, 33139 or at such other places within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE VII  
NUMBER OF DIRECTORS

The corporation shall have not less than one (1) nor more than five (5) directors.

ARTICLE VIII  
NAME AND ADDRESS OF DIRECTORS

The name and addresses of the first directors who, subject to the provisions of these Articles, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the corporate existence, or until successors are elected and qualified, are:

Barclay A. Graebner  
724 Espanola Way #5  
Miami Beach, Fla. 33139

ARTICLE IX  
OFFICERS OF THE CORPORATION

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until successors are elected and qualified shall be:

Barclay A. Graebner, President/Secretary  
724 Espanola Way #5  
Miami Beach, Fla. 33139

ARTICLE XI  
DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following named person is designated as Resident Agent for this corporation, to accept service of process in the State of Florida:

Jonathan D. Commander  
324 Royal Palm Way Suite 218  
Palm Beach, FL 33480

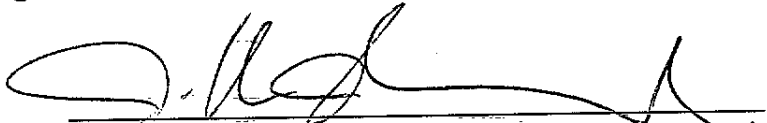
ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, on this the 30th day of September, 1998.

  
Jonathan D. Commander, Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
Jonathan D. Commander, Resident Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

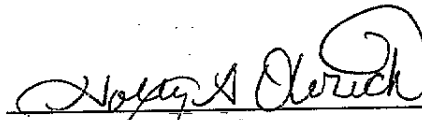
BEFORE ME, the undersigned authority, personally appeared Jonathan D. Commander, as the Incorporator to the foregoing Articles of Incorporation, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 30th day of September, 1998

*State of Florida  
County of Palm Beach*



HOLLY A. OLERICH  
MY COMMISSION # CC460095 EXPIRES  
May 7, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC

My commission expires: *May 7, 1999*  
*personally known*

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COUNTY OF PALM BEACH

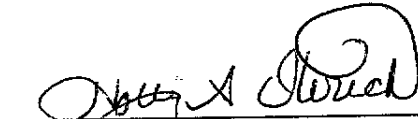
BEFORE ME, the undersigned authority, personally appeared Jonathan D. Commander, as the Resident Agent to the foregoing Articles of Incorporation, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 30th day of September, 1998.



HOLLY A. OLERICH  
MY COMMISSION # CC460095 EXPIRES  
May 7, 1999  
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County of Palm Beach*

  
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