

Nicholas T. Schroeder  
Attorney at Law  
4010-D Newberry Road  
Gainesville, Florida 32607

352-376-8118

P98000088802

October 14, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600002665296--0  
-10/16/98--01041--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

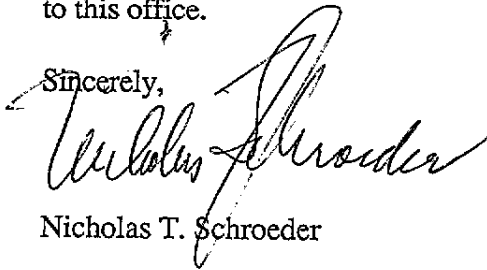
Re: *Incorporation of THE ART CAFE, INC.*

Enclosed are the following:

1. Articles of Incorporation of THE ART CAFE, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,



Nicholas T. Schroeder

Enclosures (3)

EFFECTIVE DATE

10-20-98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 16 AM 9:55

FILED

Handwritten initials and date: 8-6-98, 10-19-98, and a signature.

ARTICLES OF INCORPORATION

OF

**EFFECTIVE DATE**

10-20-98

**THE ART CAFE, INC.**

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be THE ART CAFE, INC.

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1000) shares having no par value common. All stock when issued shall be non-assessable.

**FILED**  
98 OCT 16 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be October 20, 1998.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be 3501 SW 2ND AVENUE, SUITE C-12, GAINESVILLE, FL 32607.

ARTICLE IX

Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are:

MARIA I. ALMEIDA  
3501 SW 2nd Avenue, Suite C-12  
Gainesville, FL 32607

JOSE P. ALMEIDA  
3501 SW 2nd Avenue, Suite C-12  
Gainesville, FL 32607

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

MARIA I. ALMEIDA  
3501 SW 2nd Avenue, Suite C-12  
Gainesville, FL 32607

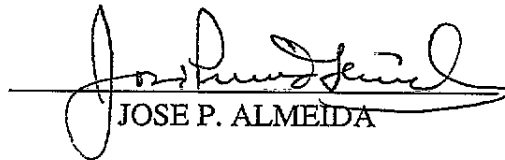
ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 14 day of October, 1998.

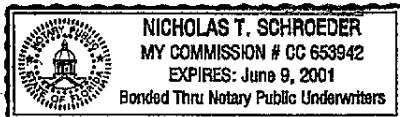
  
MARIA I. ALMEIDA

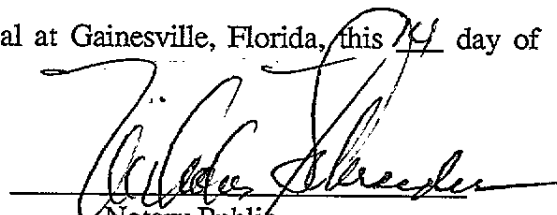
  
JOSE P. ALMEIDA

STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, MARIA I. ALMEIDA, being well known (Identified by her Florida Drivers License) and did take an oath, acknowledged before me that she is a party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be her free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 14 day of October, 1998.

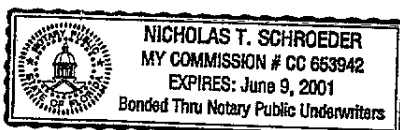


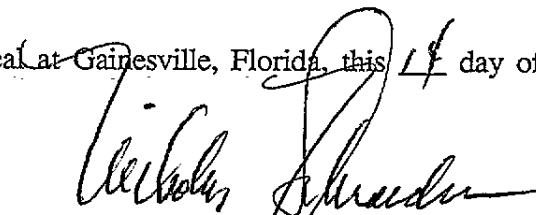
  
Notary Public  
My commission expires:

STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, Jose P. Almeida, being well known (Identified by his Florida Drivers License) and did take an oath, acknowledged before me that he is a party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 14 day of October, 1998.




  
Notary Public  
My commission expires:

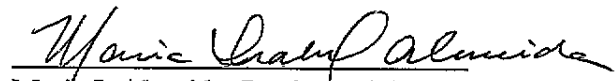
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**THE ART CAFE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3501 SW 2nd Avenue, Suite C-12, GAINESVILLE, FL, 32607, has named MARIA I. ALMEIDA, located at 3501 SW 2nd Avenue, Suite C-12, GAINESVILLE, FL 32607, as its agent to accept service of process within Florida.

  
MARIA I. ALMEIDA, President  
Date: 10-14-98

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.

  
Maria I. Almeida, Registered Agent  
Date: 10-14-98

**FILED**  
98 OCT 16 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA