TRANSMITTAL LETTER

P98000089085

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

> 700002666767--8 -10/19/98--01057--005 ****122.50 *****78.75

	ES CAFE, INC.				
(P	roposed corporate r	name - must include su	ffix)		
Enclosed is an original for: \$70.00 Filing Fee	and one (1) co \$78.75 Filing Fee & Certificate	py of the articles of \$122.50 Filing Fee & Certified Copy Additional Cop	\$131.25 Filing Fee, Certified Copy & Certificate	and a check 98 OCT 19 AN DING ALCHOP CORN ANASSEE, 1	
FROM:	YARON LUKSHINSKY				
	Name 12916 N.W.	(printed or typed) 22 Manor		9: 47	
	Address				
	Pembroke P	Pembroke Pines, F1 33028			
	City, State & Zip				
		305 945-4999 Daytime Telephone number			

NOTE: Please provide the original and one copy of the articles.

8/10/2

OF

OFFSIDES CAFE, INC.

The undersigned incorporate, for the purpose of forming a

Corporation under the Florida Business Corporation Act, hereby adopts
the following Articles of Incorporation.

I. NAME: The name of the Corporation shall be:

OFFSIDES CAFE, INC.

II. PRINCIPAL OFFICE: The principal place of business and
mailing address of this corporation shall be:

12916 N W 22nd MANOR PEMBROKE PINES, FL 33028

- III. SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

 5000 SHARES
- IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:
 The name and address of the initial registered agent is:

YARON LUKSHINSKY 12916 N W 22nd MANOR PEMBROKE PINES, FL 33028

V. INCORPORATORS:

The name(s) and street address of the incorporator to these Articles of Incorporation is:

YARON LUKSHINSKY ... 12916 N W 22nd MANOR PEMBROKE PINES, FL 33028

MICHAEL ATTIAS 3640 KENSINGTON STREET HOLLYWOOD, FL 33021 98 DCT 19 AM 9: 47

The undersigned incorporator has executed these Articles of Incorporation this /3 day of October, 1998.

Signature

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

OFFSIDES CAFE, INC.

2. The name and address of the registered agent and office is:

YARON LUKSHINSKY 12916 N W 22nd MANOR PEMBROKE PINES, FL 33028

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and Agree to act in this capacity. I further agree to comply with the Provisions of all statutes relating to the proper and complete Performance of my duties, and I am familiar with and accept the Obligations of my position as registered agent.

Signature