



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 002037 113642A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : October 20, 1998

ORDER TIME : 11:21 AM

ORDER NO. : 002037-005

CUSTOMER NO: 113642A

CUSTOMER: Bruce R. Abernethy, Jr., Esq
BRUCE R. ABERNETHY, JR., P.A.
BRUCE R. ABERNETHY, JR., P.A.
Suite 6
900 Virginia Avenue
Ft. Pierce, FL 34982

000002668130--4

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DIVISION OF CORPORATIONS
98 OCT 20 PM 1:34

DOMESTIC FILING

NAME: ALL FLORIDA FIREPLACE & GRILL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

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23805



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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October 20, 1998

CSC NETWORKS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: ALL FLORIDA FIREPLACE & GRILL, INC.
Ref. Number: W98000023805

We have received your document for ALL FLORIDA FIREPLACE & GRILL, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 498A00051773

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ARTICLES OF INCORPORATION
OF
ALL FLORIDA FIREPLACE & GRILL, INC.

ARTICLE I - NAME

The name of the corporation is ALL FLORIDA FIREPLACE & GRILL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue Five Thousand (5,000) shares of common stock.

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered agent and principal office of this corporation is 10370 N.W. 55th Street, Sunrise, FL 33351, and the name of the initial registered agent of this corporation at that address is Rafael Ochoa. The mailing address of the Corporation is 10370 N.W. 55th Street, Sunrise, FL 33351.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Thomas E. Tennesen, III	494 S.E. Verada Avenue Port St. Lucie, FL 34952
Rafael Ochoa	19435 N.W. 62 Court Miami, FL 33015
Noel Gilmore	494 S.E. Verada Avenue Port St. Lucie, FL 34952

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation are:

Thomas E. Tennesen, III	494 S.E. Verada Avenue Port St. Lucie, FL 34952
Rafael Ochoa	19435 N.W. 62 Court Miami, FL 33015
Noel Gilmore	494 S.E. Verada Avenue Port St. Lucie, FL 34952

ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Thomas E. Tennesen, III	President
Rafael Ochoa	Vice President
Noel Gilmore	Secretary

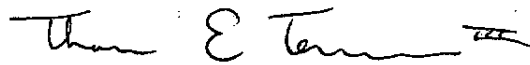
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

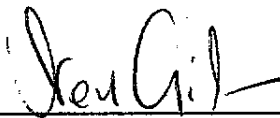
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 16th day of October, 1998.



THOMAS E. TENNESEN, III



RAFAEL OCHOA

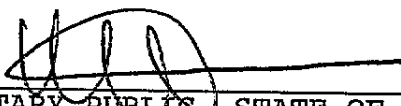


NOEL GILMORE

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared THOMAS E. TENNESEN, III, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of October, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

Printed, Typed, or Stamped Name of
Notary)


NOTARY STAMP:

STATE OF FLORIDA
COUNTY OF ST. LUCIE



Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared RAFAEL OCHOA, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of October, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

Printed, Typed, or Stamped Name of
Notary)

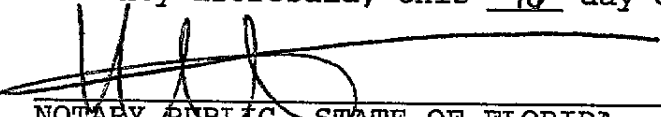
NOTARY STAMP:



STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared NOEL GILMORE, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of October, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

Printed, Typed, or Stamped Name of
Notary)

NOTARY STAMP:

 Wanda Diaz
Commission # CC 739066
Expires May 3, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with the provisions of Chapter 48.091, Florida Statutes, ALL FLORIDA FIREPLACE & GRILL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Sunrise, County of Broward, State of Florida, has named RAFAEL OCHOA, whose address is 10370 N.W. 55th Street, Sunrise, Florida 33351 -its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 10/16/98



RAFAEL OCHOA

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