P98000100770

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.
(Requestor's Name)

3320 S.W. 87th AVENUE
(Address)

MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LA TARTE, INC. (Corporation Name) (Document #)
2. Translation: The Lunch BOX, INC (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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- [x] Walk in
- [x] Pick up time 2:00
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- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

DEC 2 1998

Examiner's Initials

CR2E031(9/92)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1998

LAZARUS

MIAMI, FL

SUBJECT: LA TARTE, INC.
Ref. Number: W98000027027

We have received your document for LA TARTE, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 498A00057258

CERTIFICATE OF INCORPORATION

OF

LA TARTE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of the State of Florida.

ARTICLE I, NAME OF CORPORATION :
The name of the Corporation shall be :

LA TARTE, INC.

ARTICLE II, GENERAL NATURE OF THE BUSINESS :
The general nature of the business and the object and purposes to be transacted and carried on are :

To conduct any and all business not prohibited by the laws of the United States and State of Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK :
The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is **100,000** shares at **$0.10** par value. Such stocks may be issued by the Corporation from time to time for

such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL :
The number of shares with which this Corporation shall commence business is not less than **100,000** shares common stock, and the amount of Capital with which this Corporation shall commence business not be less than **TEN THOUSAND DOLLARS ($10,000)----------------------------**

ARTICLE V, TERM :
The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS :
The initial place of business of said Corporation in this State shall be: **600 WEST 51ST TERRACE MIAMI BEACH FL, 33140** but the Board of Directors may, from time to time, move the principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS :
The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS :
The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows :

FRANCOIS S. ENGELMAJER
600 WEST 51ST TERRACE
MIAMI BEACH FL, 33140

MANUELA ENGELMAJER
600 WEST 51ST TERRACE
MIAMI BEACH FL, 33140

ARTICLE IX, SUBSCRIBERS :

The proceeds of the stocks subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows :

FRANCOIS S. ENGELMAJER 600 WEST 51ST TERRACE MIAMI BEACH FL, 33140	100,000 SHARES AT $0.10

ARTICLE X, OFFICERS:

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows :

FRANCOIS S. ENGELMAJER 600 WEST 51ST TERRACE MIAMI BEACH FL, 33140	PRESIDENT
MANUELA ENGELMAJER 600 WEST 51ST TERRACE MIAMI BEACH FL, 33140	SECRETARY

ARTICLE XI, AMENDMENT :

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 01st day of December 1998.

FRANCOIS S. ENGELMAJER
PRESIDENT

MANUELA ENGELMAJER
SECRETARY

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I, HEREBY CERTIFY THAT on this day, before me a Notary Public, duly authorized in the State of Florida and County of Dade, to take acknowledgement, personally appeared FRANCOIS S. ENGELMAJER and MANUELA ENGELMAJER-- to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 1st DAY OF December, 1998.

NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL
GEORGINA GONZALEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC589326
MY COMMISSION EXP. SEPT 25,2000

MY COMMISSION EXPIRES:

Personally Known ______ OR Produced Identification Type of Identification Produced______ Passport____________

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48,901 Section 607,164 Florida Statutes, the following is submitted, in compliance with said act :

FIRST: **LA TARTE, INC.**

desiring to organize under the laws of State of Florida, with the principal office, as indicate in the Articles Of Incorporation, at the City of Hialeah County of Dade State of Florida has named: FRANCOIS S. ENGELMAJER mailing address: 600 WEST 51ST TERRACE MIAMI BEACH FL, 33140 as its Agent to accept service of process within this state.

ACKNOWLEDGEMENT :

Having been named to accept services of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

FRANCOIS S. ENGELMAJER
RESIDENT AGENT

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