

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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SPECIAL INSTRUCTIONS

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T. SMITH JAN 25 1999



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Katherine Harris
Secretary of State

January 22, 1999

CORPORATE ACCESS, INC.

SUBJECT: MIAMI RUSSIAN TEA ROOM INC.
Ref. Number: W99000001670

We have received your document for MIAMI RUSSIAN TEA ROOM INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

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.

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Tracy Smith
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Letter Number: 299A00003079

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[Signature]

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MIAMI RUSSIAN TEA ROOM INC.

The Undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: MIAMI RUSSIAN TEA ROOM INC.

ARTICLE II

Duration

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose to be:

FOOD & ALCOHOL ESTABLISHMENT

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$5.00 Par Value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is

155 LINCOLN ROAD MIAMI, FL 33139

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TALLAHASSEE, FLORIDA

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 210 174th St. #810
N. Miami Beach, Fl. 33160, and the name of the initial registered agent of this corporation at this address is
VLADIMIR EDELSHTEIN

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

Vladimir Edelshtein 050603369
210 174th St. #810
N. Miami Beach, Fl. 33160

INCORPORATOR

The names and addresses of the persons signing these Articles are:

Vladimir Edelshtein
210 174 th St. #810
N. Miami Beach, Fl. 33160

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: MIAMI RUSSIAN TEA ROOM INC.

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

Vladimir Edelshtein

(Name)

210 174th St. #810

(P.O. Box NOT acceptable)

N.Miami Beach, Fl. 33160

(City/State/Zip)

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 this 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

(X) Vladimir Edelshtein

DATE 1-19-99 Vladimir Edelshtein

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32301

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