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Law Office of
Richard J. O'Hare
PROFESSIONAL ASSOCIATION

FILED

99 JAN 22 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1550 Madruga Avenue
Suite 120
Coral Gables, FL 33146

(305) 661-4600 - Telephone
(305) 284-9186 - Facsimile

FEDERAL EXPRESS

January 7, 1999

Secretary of State
Division of Corporation
The Capitol
409 E. Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

RE: HUBBARD'S CUPBOARD, INC.

Dear Sir:

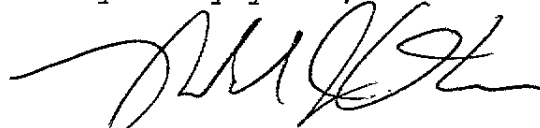
Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation along with a check in the amount of \$78.75 for the following:

Filing Fee:	\$ 35.00
Registered Agent fee:	\$ 35.00
Certified Copy:	\$ 8.75
Total:	\$ 78.75

Also enclosed is a pre-paid Airbill for your convenience in returning the certified copy to our office by Federal Express.

Thank you.

Very truly yours,



Richard J. O'Hare, Esq.

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JAN 27 1999
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ARTICLES OF INCORPORATION

OF

HUBBARD'S CUPBOARD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **HUBBARD'S CUPBOARD, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: **7114 S.W. 117 Avenue, Miami, Florida 33183.**

ARTICLE V

The street address of the initial registered office of the corporation is **1550 Madruga Avenue, Suite #120, Coral Gables, FL 33146**, and the initial registered agent of the corporation at that address is **Richard J. O'Hare, Esq.**

The corporation shall have **ONE (1)** director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VI

The name and address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until his successor is elected and qualified is:

DIRECTOR	ADDRESS
ELIZABETH J. HUBBARD	10461 S.W. 115 STREET, MIAMI, FL 33176

ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE IX

The name and address of the person signing these Articles is:

**Elizabeth J. Hubbard
10461 S.W. 115 Street
Miami, FL 33176**

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XI

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 7 day of January, 1999.

Elizabeth J. Hubbard
ELIZABETH J. HUBBARD

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **Elizabeth J. Hubbard**, to me known to be the person who subscribed to the foregoing Articles of Incorporation of **HUBBARD'S CUPBOARD, INC.**, and she acknowledged that she did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

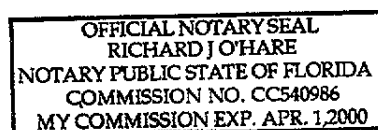
WITNESS my hand and seal this 7 day of January, 1999.

Richard J. O'Hare
NOTARY PUBLIC, STATE OF FLORIDA

RICHARD J. O'HARE

(SEAL)

My Commission Expires: 4/1/2000



CERTIFICATE DESIGNATING REGISTERED AGENT FILED

AND

99 JAN 22 PM 2:14

REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

HUBBARD'S CUPBOARD, INC., desiring to organize under the laws of the State of Florida, hereby designates **RICHARD J. O'HARE, ESQ.** as its registered agent and **1550 MADRUGA AVENUE, SUITE #120, CORAL GABLES, FL 33146**, as its registered office.

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


NAME: **RICHARD J. O'HARE, ESQ.**

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