

LAW OFFICE OF DAVID A. BRENER, P. A.

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February 25, 1999

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

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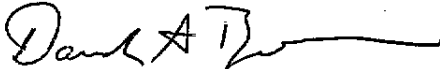
Re: Incorporation of Jamrock Cafe, Inc.

Dear Sir or Madam:

Enclosed please find an original and (1) one copy of the Incorporation, a Trust Account draft in the amount of seventy eight dollars and seventy five cents (\$75.75) and a self-addressed UPS package for your convenience.

Thank you in advance for your assistance. If you should have any questions, please contact this Firm at your earliest convenience.

Sincerely,



David A. Brener
For the Firm

DAB/jl
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 AM 8:00

R. Purinton MAR - 5 1999

ARTICLES OF INCORPORATION

OF

JAMROCK CAFE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 AM 8:00

ARTICLE I

The name of the corporation is Jamrock Cafe, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

The purpose of the corporation is to engage in all legal business.

CAPITAL STOCK IV

This corporation is authorized to issue 100 at 1.00 par value common stock.

ARTICLE V

RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 111 S.E. Mizner Blvd., Bay 9, Boca Raton, Fl. 33432. --

The name of the initial agent of this corporation at that address is: Michael Jamrock

The principal office and mailing address of this corporation is:

111 S.E. Mizner Blvd.
Bay 9
Boca Raton, Florida 33432

ARTICLE VIII

SHAREHOLDERS QUORUM AND VOTING

This corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The names addresses of the initial director(s) is/are: David Jamrock and Michael Jamrock, 111 S.E. Mizner Blvd., Bay 9, Boca Raton, Florida 33432.

ARTICLE IX

INCORPORATOR

The names and addresses of the person(s) signing these Articles is/are: : Michael Jamrock, 111 S.E. Mizner Blvd., Bay 9, Boca Raton, Florida 33432.

ARTICLE X

BY LAWS

The power to adopt, alter amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

RESTRICTIONS ON THE TRANSFER OF STOCK

Share of capital stock of this corporation shall be issued initially to the following person(s) in the amount set opposite his/her name(s). David Jamrock, fifty (50) shares; Michael Jamrock fifty (50) shares.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE XII

CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

SHAREHOLDERS QUORUM AND VOTING

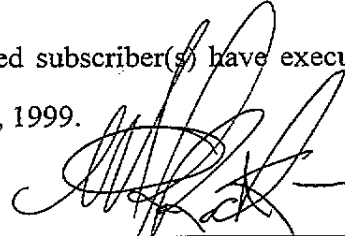
Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25th day of February, 1999.



MICHAEL JAMROCK

STATE OF FLORIDA)
) SS
COUNTY OF Palm Beach)

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgments, personally appeared

Michael Jamrock to me known to be the person(s) described in and who executed the same for the purposed therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 25th day of February 1999.

TRACY P. SANTANA
Notary Public, State of Florida
My comm. exp. Nov. 11, 2002
Comm. No. CC789976



NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: Nov 11, 2002

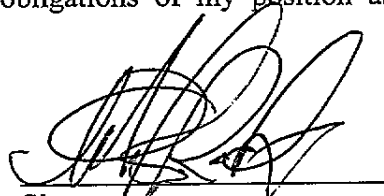
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

The name of the corporation is Jamrock Cafe, Inc.

The name and address of the registered agent and office is Michael Jamrock, 111 S.E. Mizner Blvd., Bay 9, Boca Raton, Florida 33432.

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
2-25-99
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 MAR -3 AM 8:00