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LAW OFFICES OF RUSSELL BEYER, P.A.

A PROFESSIONAL ASSOCIATION
2888 E. OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

Mailing Address
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Ft. Lauderdale, FL 33339-1180

Fax Number (954) 563-8522
Office Phone (954) 564-5766

May 13, 1999

VIA PRIORITY MAIL

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

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-05/17/99--0111--020
*****70.00 *****70.00

Re: Out to Lunch, Inc.
Corporate Filing/Profit Corporation

Gentlemen:

On behalf of the above-referenced corporation in formation, please file the enclosed documents with the Florida Secretary of State, Division of Corporations. I have enclosed Articles of Incorporation, Certificate of Designation, and my office's check in the amount of \$70 (payable to "Florida Department of State"). I have also enclosed a self-addressed and stamped envelope for the confirmation of filing.

Thank you for your assistance in this matter. Please feel free to contact my office if you should have any questions or problems.

Sincerely,



Russell T. Beyer
For the Firm

Enclosures

FILED
99 MAY 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK MAY 20 1999

ARTICLES OF INCORPORATION
OF
OUT TO LUNCH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

OUT TO LUNCH, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

4827 N.W. 97th Avenue
Sunrise, Florida 33351

The mailing address of this corporation shall be:

4827 N.W. 97th Avenue
Sunrise, Florida 33351

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED THOUSAND (100,000.00) SHARES OF ONE CLASS ONLY
NAMELY COMMON STOCK HAVING A NO PAR VALUE (\$0.00) PER SHARE.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

RUSSELL T. BEYER
2888 East Oakland Park Blvd
Fort Lauderdale, Florida 33306

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99 MAY 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V DIRECTOR(S)

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to the Bylaws, but shall never be less than one (1).

ARTICLE VI INITIAL DIRECTOR

The name and street address of the Initial Director of this Corporation who shall hold office until successor(s) are elected or appointed and shall have been qualified are:

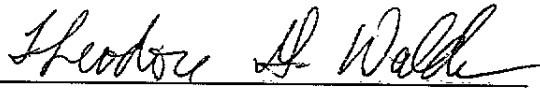
THEODORE G. WALDER
4827 N.W. 97th Avenue
Sunrise, Florida 33351

ARTICLE VII INCORPORATOR(S)

The names and street addresses of the Incorporators to these Articles of Incorporation are:

THEODORE G. WALDER
4827 N.W. 97th Avenue
Sunrise, Florida 33351

The undersigned has executed these Articles of Incorporation this 12 day of May, 1999.



THEODORE G. WALDER, INCORPORATOR

CERTIFICATE OF DESIGNATION

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:

OUT TO LUNCH, INC.

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

THEODORE G. WALDER
NAME
4827 N.W. 97th Avenue
ADDRESS
Sunrise, FL 33351
CITY/STATE/ZIP

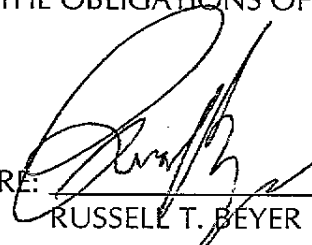
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIGNATURE 
THEODORE G. WALDER

TITLE INCORPORATOR

DATE May 12, 1999

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: 
RUSSELL T. BEYER

DATE: May 12, 1999