

KIRKPATRICK & LOCKHART LLP

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P99000064524

July 15, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Café N Corporation

900002935269--8
-07/19/99-01084-006
*****78.75 *****78.75

Ladies and Gentlemen:

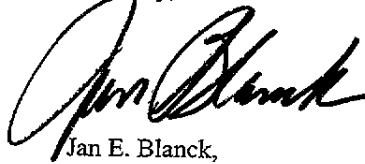
Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
Total	\$ 78.75

RECEIVED
7/15/99

A return Federal Express envelope is enclosed for your convenience in responding. very much for your cooperation with this matter. Thank you

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Richard C. Bulman, Jr.

FILED
99 JUL 16 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Richard C. Bulman, Jr., Esq.

ARTICLES OF INCORPORATION
OF
CAFÉ Ñ CORPORATION

The undersigned, acting as incorporator of Café Ñ Corporation, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Café Ñ Corporation.

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on July 15, 1999.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 2,000,000 shares of common stock having a par value of \$.001 per share and 2,000,000 shares of preferred stock having a par value of \$.001. The rights, preferences and limitations of the preferred stock shall be as determined from time to time by the Board of Directors.

EFFECTIVE DATE
7/15/99

FILED
99 JUL 16 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Richard C. Bulman, Jr.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Richard C. Bulman, Jr.	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1999.

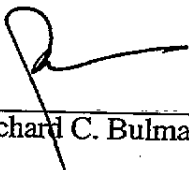


Richard C. Bulman, Jr.,
Incorporator

**CERTIFICATE OF REGISTERED AGENT
OF
CAFÉ Ñ CORPORATION**

Having been named to accept service of process for Café Ñ Corporation, at the place designated in the foregoing Articles of Incorporation, Richard C. Bulman, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: July 15, 1999



Richard C. Bulman, Jr.

FILED
99 JUL 16 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA