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DVORA M. WEINREB
FLORIDA BAR

OF COUNSEL:
STUART SLUTSKY
FLORIDA BAR & NY BAR

August 4, 1999

Corporate Records Bureau
Division of Corporations
Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

FILED
99 AUG -9 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Incorporation of The Kitchen Cupboard, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1) Original and one (1) copy of Article of Incorporation of the above captioned Corporation containing the Registered Agent Designation.

2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

Filing Fee.....\$35.00
Certificate Under Seal.....\$52.50
Registered Agent Designation.....\$35.00

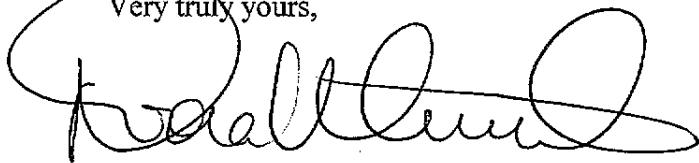
400002954814--2
-08/09/99--01144--003
****122.50 *****78.75

TOTAL ENCLOSED: \$122.50

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter, I remain,

Very truly yours,



Dvora Weinreb

Enclos:

8-13
WS

ARTICLES OF INCORPORATION

OF

The Kitchen Cupboard, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE

NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be The Kitchen Cupboard, Inc. The Principal address of the Corporation will be 17048 N.W. 22nd Street, Pembroke Pines, Florida 33028.

ARTICLE TWO

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR

CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at \$1.00 par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

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

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9900 Stirling Road, Suite 230, Cooper City, Florida 33024 and the name of the initial registered agent at that address is Dvora Weinreb, Esq. of Law Offices of Dvora M. Weinreb, P.A.

ARTICLE SEVEN
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Gary Solomon	17048 N.W. 22 nd Street Pembroke Pines, FL 33028

ARTICLE EIGHT
INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE NINE
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is

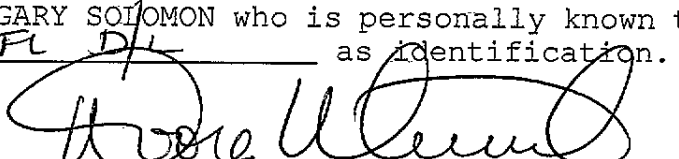
subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3 day of AUGUST, 1999.


GARY SOLOMON

STATE OF FLORIDA)
COUNTY OF BROWARD)

3rd The foregoing instrument was acknowledged before me this 3rd day of August, 1999, by GARY SOLOMON who is personally known to me or who has produced FL DL as identification.


NOTARY PUBLIC

DVORA WEINREB
COMMISSION # CC 573787
EXPIRES SEP 30, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

DVORA WEINREB
PRINTED NAME

My commission expires:

 DVORA WEINREB
COMMISSION # CC 573787
EXPIRES SEP 30, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May be Served

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That The Kitchen Cupboard, Inc., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at 17048 N.W. 22nd
Street, Pembroke Pines, Florida 33028, State of Florida, has named
Law Offices of Dvora M. Weinreb, P.A. located at 9900 Stirling
Road, Suite 230, Cooper City, Florida 33024, State of Florida, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties
and responsibilities as registered agent for said Corporation.

Registered Agent
By 
Law Offices of Dvora M. Weinreb, P.A.
Dvora Weinreb, Esq.

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TALLAHASSEE, FLORIDA