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September 27, 1999

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

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

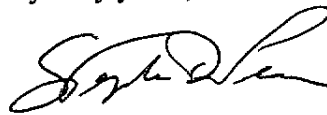
Re: Articles of Incorporation for C.Y. Enterprises, Inc and C.Y. Food Service, Inc.

Dear Division of Corporations:

Enclosed are the Articles of Incorporation for the referenced corporations, together with two checks in the amounts of \$78.75 each for filing and certified copy charges. Please file the Articles as soon as possible and then mail the evidence of same to me at my mailing address of 7895 S.W. 131 Street, Pinecrest, FL 33156. In the meantime, please contact me at (305) 259-8006 if you have any questions or comments about the foregoing.

Thank you.

Very truly yours,


Stephen D. Pearson

FILED
99 SEP 29 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

418-2.004

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P/D

ARTICLES OF INCORPORATION
OF
C.Y. Enterprises, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of C.Y. Enterprises, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. Name

The name of the corporation is: C.Y. Enterprises, Inc.

ARTICLE II. Address

The mailing address of the corporation is:

c/o Chuck Yeiser, 7001 S.W. 61st Avenue
South Miami, Florida 33143

ARTICLE III. Commencement of Existence

The existence of the corporation will commence on the filing of these Articles of Incorporation.

ARTICLE IV. Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

PREPARED BY:

Stephen D. Pearson, Esq.
Fla. Bar #0442010
1320 S. Dixie Hwy, Suite 811
Coral Gables, Florida 33146
(305) 259-8006/(305) 971-4888

ARTICLE V. Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 7001 S.W. 61 Avenue, South Miami, Florida 33143, and the name of the corporation's initial registered agent at that address is Chuck Yeiser.

ARTICLE VII. Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

Chuck Yeiser
7001 S.W. 61 Avenue
South Miami, Florida 33143

ARTICLE VIII. Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Pearson	1320 S Dixie Hwy, Suite 811 Coral Gables, FL 33146

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida

Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

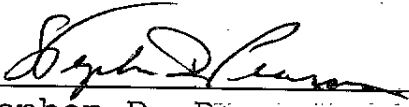
ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27 day of September, 1999.



Stephen D. Pearson,
Incorporator

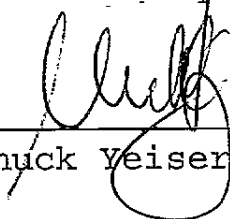
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That C.Y. Enterprises, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 7001 S.W. 61 Avenue, South Miami, Florida 33143, has named Chuck Yeiser as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for C.Y. Enterprises, Inc. at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, and state that I am familiar with, and accept, the obligations of that position.



Chuck Yeiser, Registered Agent

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TALLAHASSEE, FLORIDA