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BARRY G. HOFFMAN
LAW OFFICE P.A.

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October 13, 1999

DEPARTMENT OF STATE
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

RE: Articles of Incorporation
Carousel Cafe, Inc.

Dear Sir/Madam:

Enclosed herewith please find original and one (1) copy of Articles of Incorporation of Carousel Cafe, Inc. We are also enclosing a check in the amount of \$78.75, which represents your fee for filing of the above corporation.

Please return one (1) conformed copy of the Articles of Incorporation to this office in the stamped-addressed envelope provided for your convenience.

Thank you for your cooperation in this matter. Please feel free to contact this office with any questions or concerns.

Very truly yours,

Stacy L. Bolduc
Stacy L. Bolduc
Legal Assistant
Enc./

FILED
99 OCT 14 AM 11:04
TALLAHASSEE, FLORIDA

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-10/14/99-01054-006
*****78.75 *****78.75

EFFECTIVE DATE
10-7-99

ajc 10/19

**ARTICLES OF INCORPORATION
OF
CAROUSEL CAFE, INC.**

FILED
99 OCT 14 AM 11:04
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

PREAMBLE

We, the undersigned Subscribers, natural persons, competent to contract, do hereby associate ourselves under the following Articles of Incorporation, and form a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation shall be **CAROUSEL CAFE, INC.**

**ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS**

The principal address of the Corporation is **9035 Flynn Circle # 7 Boca Raton, Florida 33496**, and the mailing address of the Corporation is **9035 Flynn Circle # 7 Boca Raton, Florida 33496**

**ARTICLE III
PURPOSES**

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are:

To transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes.

EFFECTIVE DATE
10-7-99

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually beginning five (5) days prior to the date of filing of these Articles of Incorporation.

ARTICLE V
REQUIRED CAPITAL

This Corporation shall begin business with capital of not less than One Hundred Dollars (\$100.00).

ARTICLE VI
CAPITAL STOCK

This Corporation shall be authorized to have outstanding at any one time a maximum of One Thousand (1,000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors, but in no event shall it be less than One Dollar (\$1.00) per share.

ARTICLE VII
DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors consisting of not less than One (1) nor more than Five (5) Directors as set forth in the By-Laws.

The names and street addresses of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Joan Naccarato	9035 Flynn Circle # 7 Boca Raton, Florida 33496

ARTICLE VIII SUBSCRIBERS

The names and resident address of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joan Naccarato	9035 Flynn Circle # 7 Boca Raton, Florida 33496

ARTICLE IX REGISTERED AGENT AND OFFICE

The Registered Agent for this Corporation shall be **Joan Naccarato** and the Registered Office shall be located at **9035 Flynn Circle, Boca Raton, Florida 33496**, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE X SPECIAL PROVISIO

Any action by the Board of Directors of this Corporation which is within their power taken at a meeting of such Board of Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all Directors shall execute a Waiver of Notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a Waiver of Notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida, or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors

to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE XI **TELEPHONE MEETINGS AUTHORIZED**

Members of the Board of Directors or any executive committee designated by the Board of Directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XII **INSPECTION OF BOOKS AND RECORDS**

The Corporation shall from time to time determine whether and to what extent and at what time and place and under what condition and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholders shall have any right of inspecting any account, book or document of this Corporation except as conferred by statutes, unless authorized by a resolution of the shareholders or by the Board of Directors.

ARTICLE XIII **AMENDMENT**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE XIV **PRE-EMPTIVE RIGHTS**

Every 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 at which it is offered to others.

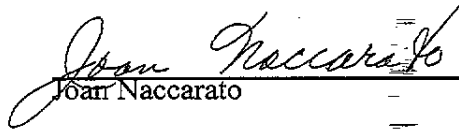
ARTICLE XV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Officer and every Director of this Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he may be part of or in which he may become involved by reason of his being or having been an Officer or Director of the Corporation, whether or not he is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer or Director may be entitled.

ARTICLE XVI
NOTICE OF ARTICLES OF INCORPORATION
AND BY-LAWS

The provisions of these Articles of Incorporation and amendments thereof, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

IN WITNESS WHEREOF, I have hereunto set our hands and seals this 12 day of October, 1999.

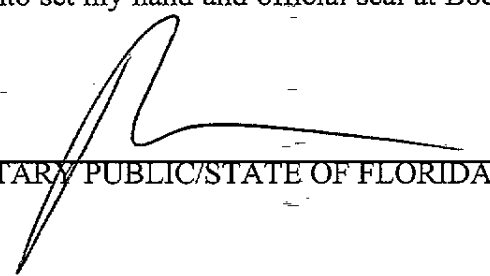

Joan Naccarato

ACKNOWLEDGMENT AS TO NACCARATO

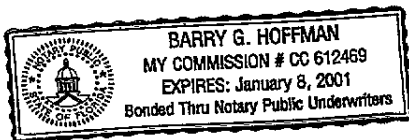
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day the foregoing instrument was acknowledged before me by Joan Naccarato, who, are personally known to me or who have produced DL as identification and who executed the foregoing instrument and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Florida, this 12 day of October, 1999.


NOTARY PUBLIC/STATE OF FLORIDA

My Commission expires:



CERTIFICATE OF ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
CAROUSEL CAFE and agree to serve as its Agent to accept service of process within the State of
Florida at its Registered Office.

DATED this 12 day of October, 1999.



Joan Naccarato

FILED
99 OCT 14 AM 11:05
TALLAHASSEE, FLORIDA