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

December 14, 1999

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

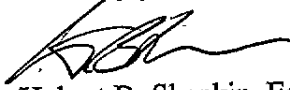
Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation for filing from
KELLY'S COUNTRY CAFE.

Also enclosed is a check in the amount of \$78.75 for the filing fee and certified copy and an enclosed
self-addressed, stamped envelope.

Thank you.

Sincerely yours;



Hubert B. Shenkin, Esq.
HBS:ndp
Encl.

FILED
99 DEC 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314

12-23

**ARTICLES OF INCORPORATION
OF
KELLY'S COUNTRY CAFE, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE I

The name of the corporation shall be:

KELLY'S COUNTRY CAFE, INC.

ARTICLE II

The corporation shall commence to be in existence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and the term of existence shall be perpetual.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 500 shares, all of which shall be common shares with individual par value of \$1.00.

ARTICLE V

The street address of the initial registered office of the corporation shall be KELLY'S COUNTRY CAFE, INC., 740 High St., West Palm Beach, FL 33405 and the name of the initial registered agent at that address shall be JONI JEMIOLO.



JONI JEMIOLO

FILED
99 DEC 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of one member:

JONI JEMIOLO, 740 High St., West Palm Beach, FL 33405

ARTICLE VII

The address of the principal office of this Corporation shall be:

KELLY'S COUNTRY CAFE, INC., 740 High St., West Palm Beach, FL 33405

ARTICLE VIII

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of Dec, 1999.

x Joni Jemio
JONI JEMIOLO
740 High Street
West Palm Beach, FL 33405

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

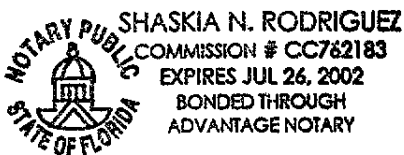
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JONI JEMIOLO known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person; personally known, and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 10 day of Dec, A.D. 1999

My Commission Expires:

Shaskia N. Rodriguez
Notary Signature

Shaskia N. Rodriguez
Printed Notary Signature



The following is submitted, in compliance with Chapter 48.091, Florida Statutes.

KELLY'S COUNTRY CAFE, INC.


a corporation organizing under the laws of the State of Florida with its principal office located at KELLY'S COUNTRY CAFE, INC., 740 High St., West Palm Beach, FL 33405 has named JONI JEMIOLO located at KELLY'S COUNTRY CAFE, INC., 740 High St., West Palm Beach, FL 33405, as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS

NAME	TITLE	SPECIFIC ADDRESS
JONI JEMIOLO	PRES./DIR.	740 High Street West Palm Beach, FL 33405

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at above Florida designated address) in some conspicuous place in the office as required by Law.


JONI JEMIOLO
740 High Street
West Palm Beach, FL 33405