

Pol 000059504

TRANSMITTAL LETTER

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

SUBJECT: PEPPERCORN GRILL, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300004417953--6
-06/13/01--01068--006
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: M. TACHIBANA, C.P.A., P.A.
Name (Printed or typed)

1000 QUAYSIDE TERRACE, STE# 1608
Address

MIAMI, FL 33138
City, State & Zip

(305) 895-4000
Daytime Telephone number

EFFECTIVE DATE
06-12-01

FILED
01 JUN 13 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

6/14

ARTICLES OF INCORPORATION
OF
PEPPERCORN GRILL, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, does hereby adopt the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PEPPERCORN GRILL, INC. The mailing address of the corporation is 1131 Washington Avenue, Miami Beach, Florida 33139.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

EXPIRES DATE
06-22-01

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12735 South Dixie Highway, Miami, Florida 33156 and the name of the initial registered agent of this corporation at this address is Kulnadda Nedtranon.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Kulnadda Nedtranon
12735 South Dixie Highway
Miami, Florida 33156

Metta Mouthapong
19235 Franjo Road
Miami, Florida 33157

ARTICLE VIII - INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

Kulnadda Nedtranon
12735 South Dixie Highway
Miami, Florida 33156

Metta Mouthapong
19235 Franjo Road
Miami, Florida 33157

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 subscribed have executed these Articles of Incorporation this 12th day of June, 2001.

Kulnadda Nedtranon
Kulnadda Nedtranon, Subscriber

Metta Mouthapong
Metta Mouthapong, Subscriber

State of Florida)
) ss
County of Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Kulnadda Nedtranon and Metta Mouthapong known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 12th day of June, 2001.

FILED
01 JUN 13 PM 3:46
SECRETARY OF STATE
TAMM A. HASSE, FLORIDA



Mitsukazu Tachibana

Notary Public
State of Florida

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That PEPPERCORN GRILL, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Miami Dade, State of Florida, has named Kulnadda Nedtranon located at 12735 South Dixie Highway, Miami, Florida 33156 as its agent to accept service of process within this state.

Kulnadda Nedtranon

Kulnadda Nedtranon, President
June 12, 2001

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Kulnadda Nedtranon

Kulnadda Nedtranon, Registered Agent
June 12, 2001