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SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD D. COHEN
JOELLE G. SHAFMAN
PAULA B. GOLD (RETIRED)
MICHAEL J. KOTLER **
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN *
GREGG H. GLICKSTEIN, OF COUNSEL

NEW YORK OFFICE
1120 HOLLAND BLVD.
MANHATTAN, NEW YORK 10030
BOCA RATON (861) 861-0000
FAX (861) 861-0770

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

September 17, 1996

VIA CERTIFIED MAIL RECEIPT #P 281 673 341

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

200001953332
-09/23/96--01005--015
****122.50 ****122.50

RE: Feinkost Restaurants, Inc.

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation and Designation of Registered Agent on the above named corporation.

Kindly mail a certified copy of the Articles once filed to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A., in the self-addressed stamped envelope I have enclosed for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cathy L. Praed
Cathy L. Praed, Legal Assistant

/crc
Enclosures

AL SEP 23 1996

FILED
96 SEP 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FEINKOST RESTAURANTS, INC.

FILED
96 SEP 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is FEINKOST RESTAURANTS, INC.

ARTICLE II
PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.
2. To own, operate and conduct a restaurant business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 21070 Russtlewood Avenue, Boca Raton, Florida 33428, and the name of the initial registered agent of this corporation at that address is GEORGIOS VOGIATZIS. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

GEORGIOS VOGIATZIS
21070 Russtlewood Avenue
Boca Raton, Florida 33428

ARTICLE VII
RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INCORPORATOR

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

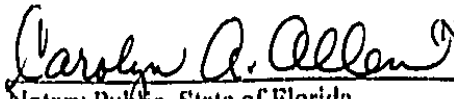
GEORGIOS VOGIATZIS
21070 Russtlewood Avenue
Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of September, 1996.


GEORGIOS VOGIATZIS

STATE OF FLORIDA)
)ss.
COUNTY OF Howard)

The foregoing instrument was acknowledged before me this 11 day of September, 1996, by GEORGIOS VOGIATZIS, who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public, State of Florida
Print Name: Carolyn A. Allen
Serial No.: CC 375419

NOTARIAL NOTARY SEAL
CAROLYN A ALLEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC375419
MY COMMISSION EXP. JUNE 25, 1998

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:

First--That FEINKOST RESTAURANTS, 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 Boca Raton, County of Palm Beach, State of Florida has named GEORGIOS VOGIATZIS, located at 21070 Russtlewood Avenue, Boca Raton, Florida 33428, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at 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.

BY: 

GEORGIOS VOGIATZIS
(Registered Agent)

FILED
96 SEP 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA