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ACCOUNT NO. : 072100000032
REFERENCE : 801695 4306972
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 3:38

ORDER DATE : April 30, 1998
ORDER TIME : 10:33 AM
ORDER NO. : 801695-005
CUSTOMER NO: 4306972

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-04/30/98-01071-018
****122.50 ****122.50

CUSTOMER: Debra Newman, Secretary
GELB & SPATZ
3400 S.w. 3rd Avenue
Miami, FL 33145

RECEIVED
98 APR 30 PM 1:06
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: S&S EATERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

J 4/30/98

ARTICLES OF INCORPORATION
OF

S&S EATERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 3:39

ARTICLE I

The name and physical address of the corporation is:

S&S EATERY, INC.
1757 NE 2nd Avenue
Miami, Fl. 33132

ARTICLE II

This corporation shall have perpetual duration:

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares the corporation is authorized to issue is one hundred (100) shares, each share to be of \$10.00 par value.

ARTICLE V

The street address of the registered agent of the corporation is 1757 NE 2ND Avenue, Miami, Florida, 33132, and the name of the registered agent is Raymond A. Klein.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation are two (2) and the names and addresses of the persons serving as directors until their successor is elected is:

NAME:

ADDRESS:

Raymond A. Klein

102 South Hibiscus Drive
Miami Beach, Fl. 33139

Maria A. Vila

14825 NE 2nd Avenue
North Miami, Fl. 33161

ARTICLE VII

The name and address of the sole incorporator is:


NAME:

ADDRESS:

Raymond A. Klein

102 South Hibiscus Drive
Miami Beach, Fl. 33139

Dated this 29 day of April, 1998.



Raymond A. Klein

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me personally appeared RAYMOND A. KLEIN who is personally known or exhibited his drivers license as identification to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same of his voluntary act and deed and he did or did not take an oath.

Witness my hand and seal in the County and State last aforesaid this 29 day of April, 1998.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



The undersigned hereby accepts the designation of registered agent in the State of Florida for S&S EATERY, INC. and hereby agrees to serve as registered agent until which designation is terminated in accordance with the Florida General Corporation Act.

Raymond A. Klein

RAYMOND A. KLEIN

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

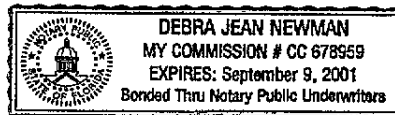
I HEREBY CERTIFY that on this day before me personally appeared RAYMOND A. KLEIN who is personally known or exhibited his drivers license as identification to me known to be the person described in and who executed the foregoing Acceptance of Designation as Registered Agent and acknowledged before me that he executed same of his voluntary act and deed.

Witness my hand and seal in the County and State last aforesaid this ____ day of April, 1998.

Debra Jean Newman

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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