

P980000100024

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

207 Clematis Street  
 Restaurant Group, Inc

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 \*\*\*\*\*78.75 \*\*\*\*\*78.75

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 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

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 12/1/98  
 [Signature]

**ARTICLES OF INCORPORATION**

**OF**

**207 CLEMATIS STREET  
RESTAURANT GROUP, INC.**

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The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby signs and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

**207 CLEMATIS STREET  
RESTAURANT GROUP, INC.**

ARTICLE II - EXISTENCE

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by and with the Department of State and shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

207 Clematis Street  
West Palm Beach  
Florida 33401

ARTICLE IV - PURPOSES

The Corporation may engage in any and all businesses and activities permitted by the laws of the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE V - SHARES

The maximum number of shares which the Corporation shall have the authority to issue shall be 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI- STOCKHOLDER AGREEMENTS

The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office is:

David A. Beale, Esq.  
11894 Island Lakes Lane  
Boca Raton, Florida 33498

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and street addresses of the first members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Name

Address

Turgut Kaytmaz

234 Tenth Street  
West Palm Beach, Florida 33401

ARTICLE IX  
ADDITIONAL CLAUSES REGARDING DIRECTORS

A. Interested Directors.

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interest shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors.

The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Director liability.

No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs. The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

D. Reimbursement of Directors.

In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall

reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
David A. Beale	11894 Island Lakes Lane Boca Raton, FL 33498

The undersigned incorporator states that the foregoing is true and has executed these Articles of Incorporation this 30<sup>th</sup> day of November 1998

DAVID A. BEALE, Incorporator

By *David A. Beale*  
Signature

Sworn to and subscribed before me by David A. Beale (  who is personally known to me) or (  who produced identification as follows \_\_\_\_\_ )

Notary Public of the State of Florida:

*Diane S. Lamm*  
Signature

Notary:

Notary Stamp or Commissioned Name of



My commission expires:

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

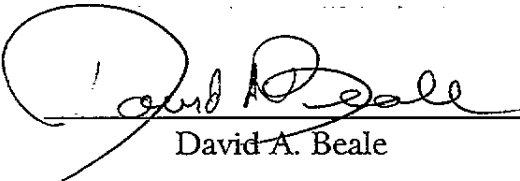
207 CLEMATIS STREET  
RESTAURANT GROUP, INC.

2. The name and address of the registered agent and office is:

David A. Beale, Esq.  
11894 Island Lakes Lane  
Boca Raton, Florida 33498

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
David A. Beale

November 30, 1998  
\_\_\_\_\_  
(Date)