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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335  
FAX #: (305)716-0346

NAME: ~~XXXXXXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ SEMAJ GROUP, INC.  
AUDIT NUMBER.....H97000014475  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 4, 1997

FAS-T CORP AGENTS INC

SUBJECT: AGUA ENTERPRISE, INC.  
REF: W97000020242

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "WATERS ENTERPRISES, INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000014475  
Letter Number: 297A00044192

ARTICLES OF INCORPORATION  
OF

SEMAJ GROUP, INC.

ARTICLE I  
NAME OF THE CORPORATION

The name of the corporation shall be: SEMAJ GROUP, INC.

ARTICLE II  
TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE III  
NATURE OF BUSINESS

The purpose of this corporation is to provide a restaurant service with the intention of horizontal and vertical integration, and an investment medium into the hospitality industry as well as means to diversify the risk associated with theme restaurants. This corporation may engage in or transcribe any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Prepared By:  
Law Offices Of Sheldon Zipkin, P.A.  
2020 NE 163rd Street, Ste. 300  
N. Miami Beach, FL 33162  
(305) 944-9100

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**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 1000 shares with a par value of one dollar.

**ARTICLE V**  
**OFFICERS AND DIRECTORS**

The name and street address of the initial officer(s) and director(s) who shall hold office the first year of the corporation's existence or until their successor(s) is/are elected are as follows:

The initial Board of Directors:

- 1) Robert Michael Hillyer  
300 S. Point Drive  
Suite 2802  
Miami Beach, FL 33139
- 2) Marge G. Hillyer  
612 28th Street  
Nederland, Texas 77627

The initial Officers:

President - Robert Michael Hillyer  
Vice-President - vacant  
Secretary - Marge G .Hillyer  
Treasurer - vacant

**ARTICLE VI**  
**BY-LAWS**

- 1) The By-Laws of the corporation shall be adopted by the Board of Directors.

2) The By-Laws may be altered, amended or repealed and new By-Laws be adopted by a majority of the Board of Directors of the corporation at any regularly convened or special meeting thereof.

**ARTICLE VII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors present at a regular or special meeting of the Board of Directors provided a quorum is present and the specific proposed Amendment had been mailed to each member of the corporation at least two weeks prior to the regular or special meeting and a notice of the meeting is similarly provided. The Amendment shall be effective upon acceptance by the Secretary of State.

**ARTICLE VIII**  
**BEGINNING OF CORPORATE EXISTENCE**

The corporate existence shall begin upon acceptance and approval of these Articles of Incorporation by the Department of State.

**ARTICLE IX**  
**REGISTERED AGENT AND OFFICE**

Until provided otherwise by the Board of Directors the registered agent, registered office and principal of business shall be:

H97000014475

Robert Michael Hillyer  
300 S. Point Drive, Suite 2802  
Miami Beach, FL 33139.

I Robert Michael Hillyer agree to be the registered agent for this corporation.

**ARTICLE X  
INCORPORATOR**

The name and street address of the incorporator of this Articles of Incorporation is Robert Michael Hillyer, 300 S. Point Drive, Suite 2802, Miami Beach, FL 33139.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of August 1997.

Signature of Incorporator

Robert Michael Hillyer  
Robert Michael Hillyer

*Wyoming*  
STATE OF ~~FLORIDA~~  
COUNTY OF ~~Dade~~ *Fremont*

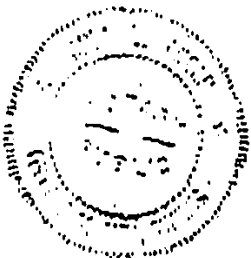
I hereby certify that on this day personally appeared Robert Michael Hillyer, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts therein are true.

WITNESS my hand and official seal at Riverton, WY (City), Dade County, Florida, this 14 day of August 1997.

My commission Expires: 7-31-2000

Judy A. Waugler  
Notary Public

Seal:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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