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BASIC AMENDMENT

CHALET RESTAURANT, INC.

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Amended & Restated
Articles

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHALET RESTAURANT, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, Chalet Restaurant, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The amendments set forth herein were duly recommended by resolutions adopted by the Board of Directors at a duly noticed Special Meeting of the Board of Directors held on February 13th 2001.

2. The amendments set forth herein were approved by the shareholders at a duly noticed Special Meeting held on February 13th 2001. The number of votes cast for the amendment were sufficient for approval.

Pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of CHALET RESTAURANT, INC., a Florida corporation (the "Corporation"), are hereby amended and restated in their entirety as follows:

Article I

Name

The name of the corporation is Chalet Restaurant, Inc. (the "Corporation").

Article II

Address

The Corporation's principal office is located at 223 Sunset Avenue, Suite 223, Palm Beach, Florida 33480, or at such other place as may be designated from time to time by the Board of Directors. The mailing address of the Corporation is: 223 Sunset Avenue, Suite 223, Palm Beach, Florida 33480.

Article III

Duration

The Corporation shall have perpetual existence.

Article IV

Purpose

The purpose of the Corporation is to own, buy, sell, exchange, rent and lease real estate; to improve, manage, operate and develop real property; to buy, construct and sell houses, apartments and

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all other types of buildings; and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to for-profit corporations, as those laws now exist or as they may hereafter provide.

Article V
Capital Stock

A. Total Authorized. The total number of shares of all classes of the common stock which the Corporation has the authority to issue is one hundred (100), with no par value (the "Common Stock").

(1) Voting Rights. Except as otherwise provided by law or these Amended and Restated Articles of Incorporation, the holders of shares of issued and outstanding Common Stock shall be entitled to one (1) vote per share of Common Stock held for the election of each of the members of the Board of Directors. For all other matters entitled to be voted upon by shareholders of the Corporation, each holder of issued and outstanding Common Stock shall be entitled to cast one (1) vote per share of Common Stock held for such other matter. There shall be no cumulative voting rights for the election of directors.

(2) Redemption. Shares of Common Stock may be redeemed by the Corporation as provided in the Bylaws.

(3) Transfer. Shares of Common Stock may not be transferred except as provided by the Bylaws.

Article VI
Registered Office and Agent

The street address of the registered office of the Corporation is 777 South Flagler Drive Suite 500 East, West Palm Beach, Florida 33401, which is located in Palm Beach County, Florida, and the name of the initial registered agent of the Corporation at such address is Valdes-Fauli Corporate Services, Inc.

Article VII
Board of Directors

The Corporation shall have a Board of Directors which shall not consist of greater than seven (7) directors nor less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1) nor greater than seven.

Any director, or the entire Board of Directors, may be removed, but only for cause and only by an affirmative vote of the holders of at least eighty percent (80%) of the shares then outstanding. "Cause" shall be defined as a breach of fiduciary duty involving personal dishonesty, an intentional

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failure to perform stated duties as a director which results in substantial loss to the Corporation or a willful violation of any law, rule, regulation or final cease and desist order which results in substantial loss to the Corporation.

Article VIII Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for indemnification by a corporation as specifically set forth in the Florida Business Corporation Act, as it may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by applicable law, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, and it shall apply both as to action in his or her official capacity and as to action in another capacity while holding such office. Common Shareholders shall be deemed to be agents of the Corporation with respect to any services or acts performed by them in connection with the Corporation. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article IX Amendment to Articles of Incorporation

These Amended and Restated Articles of Incorporation may be amended or repealed by either (i) a resolution of the majority of the members of the Board of Directors or (ii) the shareholders of the Corporation entitled to vote on such amendment or repeal in accordance with the Florida Business Corporation Act as amended; provided that, unless applicable law imposes a greater voting requirement, a majority of the issued and outstanding shares of all classes of stock entitled to vote shall be required for the approval of any such amendment or repeal by the shareholders of the Corporation.

Article VII of these Amended and Restated Articles of Incorporation may only be amended with a vote of the holders of at least eighty percent (80%) of the shares then outstanding.

Article X Validity of Individual Provisions

If any provision of these Amended and Restated Articles of Incorporation shall be adjudicated invalid or unenforceable, such adjudication shall not be deemed to invalidate or

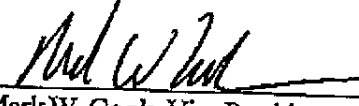
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otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the laws of the State of Florida.

Article XI
Special Meetings of Shareholders

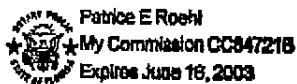
Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when required in writing by the holders of not less than forty-five percent (45%) of all the shares entitled to vote at the meeting.

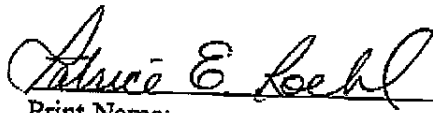
IN WITNESS WHEREOF, the undersigned Vice President and Secretary of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation, this 23rd day of February, 2001.


Mark W. Cook, Vice President and Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of February, 2001, by Mark W. Cook, Vice President and Secretary, of Chalet Restaurant, Inc., a Florida corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has produced _____ as identification, which is current or has been issued within the past five years and bears a serial or other identifying number and did (did not) take an oath.




Print Name: _____
NOTARY PUBLIC - STATE OF FLORIDA
Commission Number: _____
My commission expires: _____

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