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Account Name : CORPORATION SERVICE COMPANY/AGL  
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STATE OF FLORIDA  
TALLAHASSEE

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**FLORIDA PROFIT CORPORATION OR P.A.**

**BEN'S OF BOCA RATON, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION****OF****BEN'S OF BOCA RATON, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: Ben's of Boca Raton, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is 47 West Nicholas Street, Hicksville, New York 11801.

**ARTICLE III - DURATION**

The corporation shall have perpetual existence commencing the date these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE IV - PURPOSES**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States of America and of this State, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States of America, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States of America or by the foreign country.

**ARTICLE V - CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares of common stock, having a par value of one cent (\$.01) per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by amendment to, and in the manner provided for in, these Articles of Incorporation or the By-laws, but shall not be less than one (1).

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The names and addresses of the initial directors are:

Ronald M. Dragoon  
c/o Ben's Restaurant Group, Inc.  
47 West Nicolai Street  
Hicksville, New York 11801  
United States of America

Cindy Dragoon  
c/o Ben's Restaurant Group, Inc.  
47 West Nicolai Street  
Hicksville, New York 11801  
United States of America

#### ARTICLE VIII - INCORPORATOR

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

Kenneth B. Furry, Esq.  
Jenkins & Gilchrist Parker Chapin LLP  
The Chrysler Building  
405 Lexington Avenue  
New York, New York 10174  
United States of America

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer of the corporation to the fullest extent permitted by law.

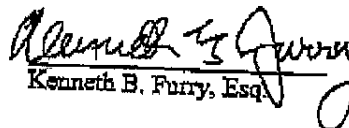
#### ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI - AFFILIATED TRANSACTIONS

The corporation elects not to be governed by Florida Statutes Section 607.0901, as amended, concerning affiliated transactions.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of September, 2002.

  
Kenneth B. Furry, Esq.

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D Skipper  
as its Agent, Deborah D. Skipper  
Authorized Service Representative  
Corporation Service Company

agl

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