

P0000000931

Darius Alexis Kaviany

P.O. Box 1081
Loxahatchee, Florida 33470

December 3, 1999

99 DEC 27 PM 3:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/27/99--01100--014
***122.50 ***78.75

Re: Darius Associates of Boca, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the
above referenced corporation and check in the amount of
\$122.50 to cover the cost of filing same.

Upon approval and filing of the Articles of Incorporation,
please return a certified copy of same.

Thanking you in advance, I remain.

Very truly yours,



Darius Alexis Kaviany

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WGC

**ARTICLES OF INCORPORATION
OF
DARIUS ASSOCIATES OF BOCA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: DARIUS ASSOCIATES OF BOCA, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- a. Any and all legal purposes, including, but not limited to restaurant sales of food and beverage to the general public, private parties, catering and banquet functions on and off premises.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without

limitations, any share of stock, bonds, debentures, notes and mortgages, or other instruments representing rights or interests there-in or any property or assets created or issued by any person, firm, association, or corporation, any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any legal manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDERS RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro-rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts.

Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares , including the re-issuance of treasury shares. This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is:

One Boca Place, 2255 Glades Road, Suite 128A, Boca Raton, Florida 33431, and the name of its registered agent at that address is: Jin Kaviany.

ARTICLE VIII - DIRECTORS

The number of the directors of the corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1).

The name and address of the person to serve as Director until the the first annual meeting of shareholders, or until their successors are elected and qualify, is:

<u>Name</u>	<u>Address</u>
Darius Alexis Kaviany	P.O. Box 1081 Loxahatchee, Florida 33470

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Darius Alexis Kaviany	P.O. 1081 Loxahatchee, Florida 33470

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other Corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest if:

- (a) the fact of such relationship or interest is disclosed or known to the Board Of Directors or committee which authorizes, approves or ratifies the contract or transactions by vote or consent of such interested Director; or
- (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be countered in determining the the presence of a quorum at a meeting of the Board Of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative of a majority of the Shareholders at any meeting thereof.

DATED this _____ day of December, 1999



Darius Alexis Kaviany
Incorporator

STATE OF FLORIDA

)

) ss:

PALM BEACH COUNTY

)

The foregoing Articles of Incorporation were acknowledged
before me this _____ day of December, 1999

NOTARY PUBLIC

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 DEC 27 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Section 48.091(1) and 607.034,
Florida Statutes:

DARIUS ASSOCIATES OF BOCA, INC., desiring to organize under the laws
of the State of Florida, being in the County of Palm Beach, at;
One Boca Place, 2255 Glades Road, Suite 128A, Boca Raton, Florida
33431, has named Jin Kaviany, located at One Boca Place, 2255 Glades
Road, Suite 128A, Boca Raton, Florida 33431, as its initial regis-
tered agent to accept service of process within this state.

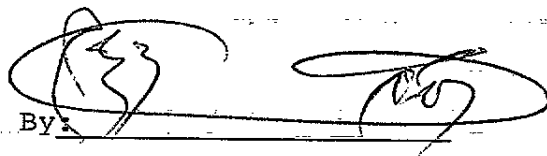
ACKNOWLEDGEMENT:

Having been named to accept service of process for the stated corp-
oration, at the initial registered office of the Corporation in
this state, I hereby accept to act in this capacity and agree to
comply with the provisions of said statute relative to keeping
the registered office of the corporation open from 10:00 am, to
noon each day, except Saturdays, Sundays, and legal holidays, and
to post therein a sign designating the name of the corporation and
the name of its registered agent.

DATE:

12/4/99

By:



Jin Kaviany
Registered Agent