

P 000000 42464

LAW OFFICES OF FREDERICK C. KRAMER

Suite 201 • SunTrust Building • 950 North Collier Boulevard
Marco Island, Florida 34145

Frederick C. Kramer
Clifton W. Sherrill
Stephen R. Ostrow*
Ashley D. Lupo
Beth B. Woods

Telephone (941) 394-8192
Facsimile (941) 642-0006
E-Mail milaw@worldnet.att.net

*Also Admitted in New York

April 24, 2000

600003226526--0
-04/27/00--01047--005
*****78.75 *****78.75

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

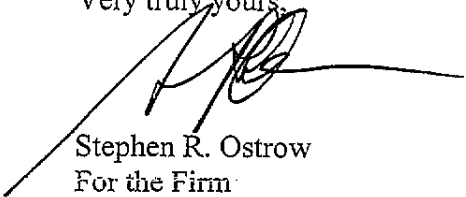
Re: Filing Articles of Incorporation for
D.R.F. RESTAURANT CORP.

Dear Sir:

Enclosed please find the Articles of Incorporation for D.R.F. RESTAURANT CORP., together with a check in the amount of \$78.75 made payable to Florida Department of State to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,


Stephen R. Ostrow
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 27 PM 12:23

FILED

SRO/lk
Enclosures
cc: D.R.F. Restaurant Corp.
BA00-005

F. CHEN APR 27 2000

ARTICLES OF INCORPORATION

OF

D.R.F. RESTAURANT CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following articles of Incorporation for the corporation:

I. NAME

The name of the corporation is: D.R.F. RESTAURANT CORP.

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The initial principal office of the corporation is:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

IV. MAILING ADDRESS

The initial mailing address of the corporation is:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

V. SHARES

The number of shares that the corporation is authorized to issue is one hundred (100) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 27 PM 12: 23

FILED

VI. RIGHT OF FIRST REFUSAL ON TRANSFER OF SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and the two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

VII. MANAGEMENT OF CORPORATION

The corporation shall not have a board of directors. Rather, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of the corporation.

VIII. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent, of the corporation in the manner set out and provided for in the Act.

IX. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 950 North

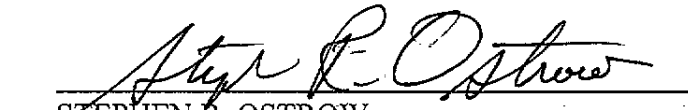
Collier Boulevard, Suite 201, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: Stephen R. Ostrow.

X. INCORPORATOR

The name and address of the incorporator is:

Stephen R. Ostrow
Law Offices of Frederick C. Kramer
950 North Collier Boulevard, Suite 201
Marco Island, Florida 34145

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 24th day of April, 2000.

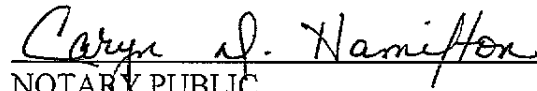


STEPHEN R. OSTROW
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared STEPHEN R. OSTROW to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 24th day of April, 2000.



NOTARY PUBLIC
Print Name: CARYN D. HAMILTON
State of Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


STEPHEN R. OSTROW

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 27 PM 12: 23

FILED