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FLORIDA PROFIT CORPORATION OR P.A.

the cypress grill, inc.

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ARTICLES OF INCORPORATION

4

OF

THE CYPRESS GRILL, INC.

The undersigned incorporator hereby forms a corporation under the Florida Business Corporation Act, and Chapter 607, Florida Statutes, and hereby adopts the following Articles of Incorporation:

Article I

Name of Corporation

The name of this corporation shall be:

THE CYPRESS GRILL, INC.

Article II

General Purpose

This corporation is organized for the purpose of conducting any and all lawful business which may be conducted in the State of Florida

Article III

Principle Office

The street address of the initial principle office of this corporation is:

The Cypress Grill
6500 NW 12th Avenue
Suite 101
Fort Lauderdale, Florida 33309

Article IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares of common stock having a par value of one cent (\$.01) per share.

Article V

Directors and Officers

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Prepared by:
Fried & Luceri, P.A., Frank A. Luceri, Esq., 1975 E. Sunrise Blvd., Suite 604, Ft. Lauderdale, Florida 33304, (954) 522-0831
Florida Bar No.: 0001449

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The name and address of the Directors and Officers of this corporation are as follows:

Genevieve Luceri
c/o The Cypress Grill
6500 NW 12th Avenue
Suite 101
Fort Lauderdale, Florida 33309

Richard Conni
c/o The Cypress Grill
6500 NW 12th Avenue
Suite 101
Fort Lauderdale, Florida 33309

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**Article VI
Registered Office**

The street address of the initial registered office of this corporation is :

c/o Fried & Luceri, P.A.
1975 East Sunrise Blvd.
Suite 604
Ft. Lauderdale, Florida 33304

**Article VII
Initial Registered Agent**

The undersigned, an individual resident of the State of Florida, whose business office is identical to the initial registered office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.

s/  (Seal)
Frank A. Luceri, Esq.
Registered Agent

**Article VIII
Incorporator(s)**

The name and street address of the incorporators of this corporation are:

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Prepared by:
Fried & Luceri, P.A., Frank A. Luceri, Esq., 1975 E. Sunrise Blvd., Suite 604, Ft. Lauderdale, Florida 33304, (954) 522-0831
Florida Bar No.: 0001449

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Genevieve Luceri
c/o The Cypress Grill
6500 NW 12th Avenue
Suite 101
Fort Lauderdale, Florida 33309

Richard Conti
c/o The Cypress Grill
6500 NW 12th Avenue
Suite 101
Fort Lauderdale, Florida 33309

**Article IX
Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in, and is hereby reserved to, the shareholders. Bylaws shall be adopted, altered, amended, or repealed as provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 14th day of June, 2000.

s/ Genevieve Luceri
Genevieve Luceri
Incorporator

s/ Richard Conti
Richard Conti
Incorporator

State of Florida)
County of Broward)

The foregoing Articles of Incorporation were acknowledged before me this 14th day of June, 2000, by Genevieve Luceri and Richard Conti, who is/are personally known to me or produced _____ as identification.

Frank A. Luceri
Notary Public
State of Florida

My Commission Expires:



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Prepared by:
Fried & Luceri, P.A., Frank A. Luceri, Esq., 1975 E. Sunrise Blvd., Suite 604, Ft. Lauderdale, Florida 33304, (954) 522-0831
Florida Bar No.: 0001449