

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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L'entrecote de Coral Gables,  
Inc.

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<input type="checkbox"/>	Fictitious Name File	
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<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
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Signature

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DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
L'ENTRECOTE DE CORAL GABLES, INC.

ARTICLE I - NAME

The name of this corporation is L' ENTRECOTE DE CORAL GABLES, INC., with its principal office at Sunset Office Park, 9370 Sunset Drive, Suite A-100, Miami, Florida 33173.

ARTICLE II -DURATION

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

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thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others.

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

The street address of the initial registered office of the corporation is 9370 Sunset Drive, Suite A-100, Miami, Florida 33173, and the name of the initial registered agent of this corporation at that address is MARTIN E. PONS.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 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. The name and address of the initial director of this corporation is as follows:

Martin E. Pons  
9370 Sunset Drive  
Suite A-100  
Miami, Florida 33173

**ARTICLE VIII - INCORPORATION**

The name and address of the person signing these articles is:

Martin E. Pons  
9370 Sunset Drive  
Suite A-100  
Miami, Florida 33173

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the

shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

#### ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XIII - INDEMNIFICATION

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

#### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed

these Articles of Incorporation, this 12 day, of SEPT.,  
2000.

Martin E. Pons  
MARTIN E. PONS

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12  
day of SEPT., 2000, by MARTIN E. PONS, who is personally  
known to me.

Notary Public  
Print Name: \_\_\_\_\_  
My Commission Expires: 8/31/01

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SECTION 1  
TALLAHASSEE, FLORIDA

I, the undersigned, having been named as initial Registered  
Agent of the corporation in the foregoing Articles of Incorporation  
hereby accept said office and will serve in said capacity.

Martin E. Pons  
MARTIN E. PONS  
Registered Agent