

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue • Tallahassee, Florida 32305

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ARTICLES OF INCORPORATION

OF

RL FINE INC.

The undersigned, being a natural person and duly licensed to practice law under the laws of the State of Florida, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a Professional Service Corporation pursuant to the provisions of the Professional Service Corporation Act (Chapter 621, Florida Statutes), and the Florida General Corporation Act (Chapter 607, Florida Statutes).

ARTICLE I

The name of the professional service corporation (hereinafter called the "corporation") is
RL FINE INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- (a) To engage in every phase and aspect of the *RESTAURANT INDUSTRY*
- (b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of the professional services described in this Article.
- (c) To do everything necessary and proper in accomplishing the purposes set forth in this Article and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

This corporation shall have all of the powers conferred upon corporations under the Florida General Corporation Act, except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the Florida General Corporation Act.

Articles of Incorporation
RL FINE INC.

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The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

NAME	ADDRESS
Ronald S Fine	7012 Charleston Shores Blvd.
Lisa R Fine	Lake Worth, Florida 33467

ARTICLE XI

The name and address of the incorporator is as follows: Ronald S Fine
7012 Charleston Shores Blvd. Lake Worth, Florida 33467

ARTICLE XII

The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented (except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the provisions and sections of the Florida General Corporation Act), and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

ARTICLE XIII

The shareholders of the corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be shareholder of the corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting specially called for that purpose.

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ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

ARTICLE VI

Shares of the corporation's stock shall be issued only to individuals who are the board of Director's of the corporation.

ARTICLE VII

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration; and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

ARTICLE VIII

The address of the initial registered office of the corporation in the State of Florida is 7012 Charleston Shores Blvd. Lake Worth, FL 33467 and the name of its initial registered agent at said address is Ronald S Fine

ARTICLE IX

The address of the principal office of the corporation is 7012 Charleston Shores Blvd. Lake Worth, Florida 33467

ARTICLE X

The number of directors constituting the initial Board of Directors is one (1). Subsequently, the number of directors shall be determined in accordance with the By-Laws of the corporation

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ARTICLE XIV

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XV

The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on
MARCH 4th, 2001, in the City of Lake Worth Florida.



Ronald S Fine

Articles of Incorporation

RL FINE INC.

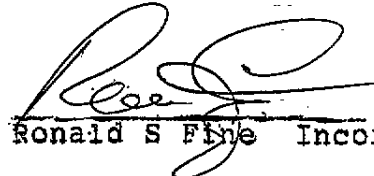
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **RL FINE INC.**
2. The name and address of the registered agent and office is:

Ronald S Fine
7012 Charleston Shores Blvd.
Lake Worth, Florida 33467


Ronald S Fine Incorporator

Date: MARCH 4th, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT AS REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Ronald S Fine, Registered Agent

Date: March 4th, 2001

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