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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**SOUTH MIAMI GAS & GRILL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

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01 JUL -9 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight JUL 10 2001

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CERTIFICATE OF INCORPORATION

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ARTICLE ONE

NAME

The name of this Corporation shall be:

SOUTH MIAMI GAS & GRILL, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERMS OF EXISTENCE ..

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is the date of the Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than One Hundred Dollars (\$100.00), or such greater amount as may be required by law.

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**ARTICLE FIVE**

**NUMBER OF DIRECTORS**

The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

**STANLEY SARUSKI-DIRECTOR/PRESIDENT**  
**KAREN SARUSKI-DIRECTOR/SECRETARY**

**ARTICLE SIX**

**CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

**ARTICLE SEVEN**

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE EIGHT****CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:

**7,500 Shares**

C. Par Value: Each Share of Common Stock shall have the par value of:

**\$1.00 each**

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud the value of any such consideration shall be conclusive.

E. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

**ARTICLE NINE****INDEMNIFICATION**

This Corporation shall indemnify any and all of its Directors, Officers, employees, or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent his duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

**ARTICLE TEN****SPECIAL VOTING PROVISIONS**

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation.

**Required percentage: MAJORITY**

2. Sale, lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.

**Required percentage: MAJORITY**

3. Merger or consolidation of this Corporation into or with any other corporation.

**Required percentage: MAJORITY**

4. Voluntary dissolution of this Corporation.

**Required percentage: MAJORITY**

**ARTICLE ELEVEN**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of cash or 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE TWELVE**

**INCORPORATOR**

The names and addresses of each Incorporator of this Articles of Incorporation are as follows:

**COSME DE LA TORRIENTE**

**155 SW 25TH ROAD  
MIAMI, FL.33129**

## SUBSCRIBER AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, execute this Certificate of Incorporation as incorporator. The undersigned individual shall hold office as Director until their successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be:

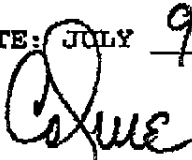
The Corporation may change its Principal Office at any time.

INCORPORATOR: COSME DE LA TORRIENTE

STREET ADDRESS/PRINCIPAL OFFICE: 6394 SOUTH DIXIE HIGHWAY  
SOUTH MIAMI, FLORIDA 33143

IN WITNESS WHEREOF, the undersigned Incorporator does make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida.

DATE: JULY 9, 2001



COSME DE LA TORRIENTE

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared, COSME DE LA TORRIENTE, AS INCORPORATOR, to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed, who did not take an oath and is personally known.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 9<sup>th</sup> day of JULY 2001.

My commission expires:



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL  
EDUARDO ANTON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC692630  
MY COMMISSION EXP. NOV. 27, 2001

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED  
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IN PURSUANCE of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

First - That SOUTH MIAMI GAS & GRILL, INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named:

COSME J. DE LA TORRIENTE, ESQ.  
155 SOUTHWEST 25<sup>TH</sup> ROAD  
Miami, Florida 33129

as its agent to accept services of process within the State.

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



COSME J. DE LA TORRIENTE

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