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AUTHORIZATION :

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : November 13, 2001

ORDER TIME : 1:03 PM

ORDER NO. : 407031-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque  
Hunton & Williams

100004677421--1

Barclays Financial Center  
1111 Brickell Ave., Suite 2500  
Miami, FL 33131

DOMESTIC FILING

NAME: SWISS GRILL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SWISS GRILL CORPORATION**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is Swiss Grill Corporation (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 2050 NW 95 Avenue, Miami, Florida 33172.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

**ARTICLE VI - BOARD OF DIRECTORS**

The number of members of the Board of Directors shall initially be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation is as follows:

Fernando Maurin  
4801 NW 99 Court  
Miami, FL 33178

Augusto Giangrandi  
16485 Collins Ave., #2136  
Sunny Isles, FL 33160

Carissa Giangrandi  
16485 Collins Ave., #2136  
Sunny Isles, FL 33160

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is Maria T. Currier, Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of November, 2001.

A handwritten signature in cursive script, reading "Maria T. Currier", written over a horizontal line.

Incorporator: Maria T. Currier

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That Swiss Grill Corporation, desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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 in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 13<sup>th</sup> day of November, 2001.

  
Registered Agent

**BRIAN COURTNEY, ASST. V.P.**