

P 02 0000 26722
FROST BROWN TODD LLC

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March 1, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
Kudro Restaurant Group

300005043783--6
-03/05/02-01046--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing on behalf of Kudro Restaurant Group, please find Articles of Incorporation for Kudro Restaurant Group (in triplicate) along with a check to cover the filing fee.

We have enclosed a postage-paid self-addressed envelope for return of the filing proof.

Thank you for your assistance in this matter.

Please feel free to contact me at (502) 568-0376, if I may be of any assistance.

Sincerely,


Dana J. Baker
Paralegal

:DJB
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR -5 AM 9:33

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ARTICLES OF INCORPORATION

OF

KUDRO RESTAURANT GROUP INC.

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TALLAHASSEE, FLORIDA
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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be Kudro Restaurant Group, Inc. mailing address of the Corporation shall be 2731 South East 14th Street, Pompano Beach, Florida 33062.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, no par value.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

William G. Strench
Frost Brown Todd LLC
400 West Market Street, 32nd Floor
Louisville, Kentucky 40202

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2731 South East 14th Street, Pompano Beach, Florida 33062. The name of the initial Registered Agent of this Corporation at the above address shall be Michael Kudro.

ARTICLE VII
Directors

The Incorporator shall have the power to designate the members of the Corporation's initial Board of Directors.

ARTICLE VIII
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE IX
Indemnification

The Corporation shall indemnify any person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. The Corporation shall be permitted to enter into contracts directly with its officers and directors providing the maximum indemnity and relief from liability permitted under Florida Law.

This Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

No amendment or repeal of this Article XI made by virtue of any change in Florida Law after the date hereof shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

ARTICLE X Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

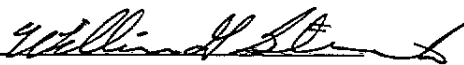
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 28th day of February, 2002.

By: Walter J. Smith

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following
is submitted:

Kudro Restaurant Group Inc., to organize as a corporation under the laws of
the State of Florida, has designated 2731 South East 14th Street, Pompano Beach, Florida 33062,
as its initial Registered Office and has named Michael Kudro, located at said address as its initial
Registered Agent.

By: 

Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. The undersigned further agrees to comply with the provisions of all statutes relating to
the proper and complete performance of the undersigned's duties, and the undersigned is familiar
with and accepts the obligations of the undersigned's position as registered agent.

By: 

Registered Agent

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