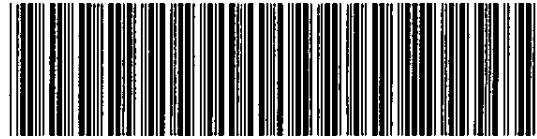


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TALLAHASSEE, FLORIDA

Amended
&
Restated
Art.
4/9/08
Dc

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ROBERT ELLIS BROWN, INC.

DOCUMENT NUMBER: P02000042889

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

THOMAS M. STANLEY, ESQ.
(Name of Contact Person)

MacMILLAN & STANLEY, PLLC
(Firm/ Company)

29 NE 4TH AVENUE
(Address)

DELRAY BEACH, FL 33483
(City/ State and Zip Code)

For further information concerning this matter, please call:

THOMAS M. STANLEY, ESQ. at (561) 276-6363
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES of INCORPORATION

of

ROBERT ELLIS BROWN, INC.

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I
Name

The name of this corporation shall remain **ROBERT ELLIS BROWN, INC.**

ARTICLE II
Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of these articles with the Secretary of State of the state of Florida, and shall have perpetual existence thereafter.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to engage in food service. In addition thereto, the corporation shall have the power to further engage in any lawful business or activity permitted by both federal and Florida law.

ARTICLE IV
Powers

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

ARTICLE V
Capital Stock

This corporation is authorized to issue 7,500.00 shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

The holders of the voting common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI
Shareholders' Rights

(a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) *Each share of stock shall be subject to the restrictive provisions of the Share Purchase Agreement dated March 26, 2008, among the holder and others, a copy of which is on file in the office of the Secretary of the issuer*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation is:
1045 East Atlantic Avenue
Delray Beach, FL 33483

ARTICLE VIII
Principal Place of Business

The principal place of business of the corporation shall be located at 1045 East Atlantic Avenue, Delray Beach, Florida 33483, with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE IX
Directors

This corporation shall initially have two (2) director(s). The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE X
Officers

The names and post office addresses of the officers of the corporation, who, subject to the provisions of the bylaws and the laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are as follows:

Robert E. Brown, Director
1045 East Atlantic Avenue
Delray Beach, FL 33483

President and Treasurer

Langdon L. Lytle
1045 East Atlantic Avenue
Delray Beach, FL 33483

Vice President and Secretary

ARTICLE XI
Initial Directors

The name and street address of the directors of this corporation, who, subject to the provisions of the bylaws and laws of the state of Florida, shall hold office until a successor is elected and qualified, are:

Robert E. Brown, Director
1045 East Atlantic Avenue
Delray Beach, FL 33483

Langdon L. Lytle
1045 East Atlantic Avenue
Delray Beach, FL 33483

ARTICLE XII
Names and Post Office Addresses of Subscribers

The names and post office addresses of the subscribers to the capital stock of this corporation and the number of shares each agrees to take, are as follows:

Subscriber	Shares
Robert E. Brown 1045 East Atlantic Avenue Delray Beach, FL 33483	3,750
Langdon L. Lytle 1045 East Atlantic Avenue Delray Beach, FL 33483	3,750

ARTICLE XIII
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE XIV
Bylaws

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the state of Florida or of the United States.

ARTICLE XV
Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XVI
Incorporators

The name and post office address of the incorporators of this corporation are:


Robert E. Brown
1045 East Atlantic Avenue
Delray Beach, FL 33483

Langdon L. Lytal
1045 East Atlantic Avenue
Delray Beach, FL 33483

ARTICLE XVII
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 27 day of March, 2008



ROBERT E. BROWN, Director



LANGDON L. LYTLE, Director

**Articles of Amendment
to
Articles of Incorporation
of**

ROBERT ELLIS BROWN, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P02000042889

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The Articles of Incorporation have been amended in their entirety. Please see the
Amended and Restated Articles of Incorporation of Robert Ellis Brown, Inc. attached hereto.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: March 28, 2008

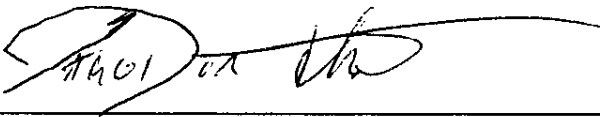
Effective date if applicable: file date
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Director Langdon L. Lytle
(Typed or printed name of person signing)

Langdon L. Lytle
(Title of person signing)

FILING FEE: \$35