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FLORIDA PROFIT CORPORATION OR P.A.

steakhouse usa, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 29, 2002

EMPIRE

SUBJECT: STEAKHOUSE USA, INC.
REF: W02000012127

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

STEAKHOUSE USA, INC.

ARTICLE I - CORPORATE NAME:

The name of the corporation is STEAKHOUSE USA, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS:

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida including but not limited to the operation of a restaurant and bar in Riviera Beach, FL.

ARTICLE III - CAPITAL STOCK:

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 (ONE THOUSAND) shares of common stock having a par value of \$1.00 (ONE) per share.

ARTICLE IV - TERM OF EXISTENCE:

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - INITIAL PRINCIPAL OFFICE:

The initial principal address of this corporation in the State of Florida shall be: C/O LAW OFFICES OF LAWRENCE U. TAUBE 301 CLEMATIS STREET SUITE 3000 WEST PALM BEACH, FL 33401. The office address may change from time to time as the directors and officers may direct.

ARTICLE VI - BOARD OF DIRECTORS:

This corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time pursuant to the by-laws adopted by the stockholders but there shall never be less than one (1) director.

ARTICLE VII - INITIAL DIRECTORS:

The name and address of the initial directors of this

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corporation are:

SOLOMON KEDMI
C/O LAW OFFICES OF LAWRENCE U. TAUBE
301 CLEMATIS STREET
SUITE 3000
WEST PALM BEACH, FL 33401

And

NAZIR KASSAM
C/O LAWRENCE U. TAUBE
301 CLEMATIS STREET
SUITE 3000
WEST PALM BEACH, FL 33401

The persons named as initial directors shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATION:

The name and address of the incorporator signing these articles of incorporation is:

LAWRENCE U. TAUBE ESQ.
301 CLEMATIS STREET
SUITE 3000
WEST PALM BEACH, FL 33401

ARTICLE IX - AMENDMENT:

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X - REGISTERED AGENT:

That STEAKHOUSE USA, INC desiring to organize under the laws of the State of Florida, hereby names, LAWRENCE U. TAUBE, ESQ., 301 CLEMATIS STREET, SUITE 3000, W. PALM BEACH, FLA., 33401, as its registered agent to accept services of process within this State.

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ACKNOWLEDGMENT:

Having been named to accept services of process for the corporation named herein, at the place designated in Article X of the articles of incorporation above, the undersigned hereby agrees to act in this capacity for the corporation.

LAWRENCE U. TAUBE ESQ. (RESIDENT AGENT)

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing articles of incorporation.

LAWRENCE U. TAUBE ESQ. (INCORPORATOR)

STATE OF FLORIDA)

ss:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared _____ know to me to be the person described as incorporator and who executed the foregoing articles of incorporation and acknowledge before me that he subscribed to these articles of incorporation on the _____ day of _____, 2002.

NOTARY PUBLIC

My Commission Expires:

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