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*M. Ives*

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TALLAHASSEE, FLORIDA

*C1175-36624*

**FLORIDA PROFIT CORPORATION OR P.A.**  
**2905 STEAKHOUSE, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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EFFECTIVE DATE  
5/13/02

**ARTICLES OF INCORPORATION  
OF  
2905 STEAKHOUSE, INC.**

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be 2905 STEAKHOUSE, INC.

ARTICLE II - Principal Address

The principal address of this corporation shall be:

2905 45<sup>th</sup> Street  
West Palm Beach, Florida 33407-1911

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This corporation shall have the privilege of having additional offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE III - Duration

This corporation shall commence on the date of execution and acknowledgement of these Articles and shall be perpetual in existence unless sooner dissolved according to law.

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ARTICLE IV - Purpose

This corporation is organized for the purpose of transacting any and all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued 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.

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ARTICLE VII - Registered Office and Agent

The street address of the initial registered office of this corporation is 515 No. Flagler Drive, 18<sup>th</sup> Floor, Northbridge Tower 1, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Gary Walk.

ARTICLE VIII - Board of Directors

A Board of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The name and address of the initial director of this corporation is:

Philip B. Booth  
155 N.E. 38<sup>th</sup> Street  
Miami, FL 33138

ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Gary Walk, Esq.  
Boose Casey Ciklin Lubitz Martens McBane & O'Connell  
Northbridge Tower 1, 18th Floor  
515 North Flagler Drive  
West Palm Beach, Fl. 33401

ARTICLE X - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

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ARTICLE XI - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

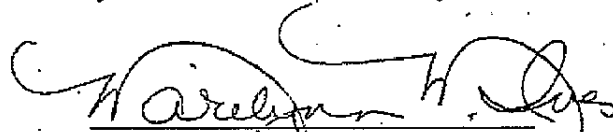
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 13<sup>th</sup> day of May, 2002.

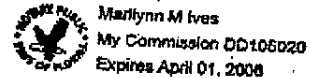
  
GARY WALK

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF PALM BEACH )

Before me personally came and appeared GARY WALK , who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 13<sup>th</sup> day of May, 2002.

  
Notary Public  
State of Florida at Large



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That GARY WALK, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named GARY WALK, who is located at 515 No. Flagler Drive, 18<sup>th</sup> Floor, Northbridge Tower 1, Town of West Palm Beach, County of Palm Beach, State of Florida, 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Gary Walk*  
GARY WALK

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