

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From: Gail S. Andre'

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

ATTY. NO.: 073
CLIENT #106009
MATTER #88033

PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, NOVEMBER 25, 2002, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL ANDRE'

FLORIDA PROFIT CORPORATION OR P.A.

'ZA-BISTRO! RESTAURANT HOLDINGS, INC.

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ARTICLES OF INCORPORATION
OF
'ZA-BISTRO! RESTAURANT HOLDINGS, INC.'

ARTICLE I - NAME

The name of this corporation is 'ZA-BISTRO! RESTAURANT HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of this corporation is 336 Twelve Oaks Drive, Winter Springs, Florida 32708 and the mailing address of this corporation is Post Office Box 195905, Winter Springs, Florida 32708.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of common stock with a par value of ten cents (\$.10) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 336 Twelve Oaks Drive, Winter Springs, Florida 32708 and the name of the initial registered agent of this corporation at that address is Christopher C. Muller.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Christopher C. Muller

336 Twelve Oaks Drive
Winter Springs, Florida 32708

Michael E. Eagan

2308 Ekana Drive
Oviedo, Florida 32765

Lee Simon

29707 Allegro Dive
Wesley Chapel, Florida 33543

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Andrew M. Fisher

608 Conservation Drive
Weston, Florida 33327

Brian Halloran

3 Center Street
Jamestown, Rhode Island 02835

ARTICLE VI - SPECIAL MEETINGS OF THE SHAREHOLDERS

A special meeting of the Corporation's shareholders will be held only (i) on the call of the Corporation's board of directors, or (ii) if the holders of not less than fifty percent (50%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for such meeting describing the purpose or purpose for which it is to be held.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

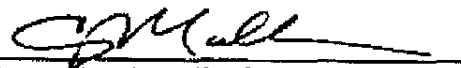
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Christopher C. Muller

336 Twelve Oaks Drive
Winter Springs, Florida 32708

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of November, 2002.


Christopher C. Muller, Incorporator

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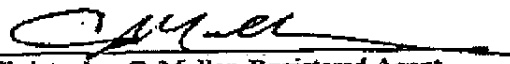
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of 'ZA-BISTRO!
RESTAURANT HOLDINGS, INC.


Christopher C. Muller, Registered Agent

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