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(Requestor's Name)

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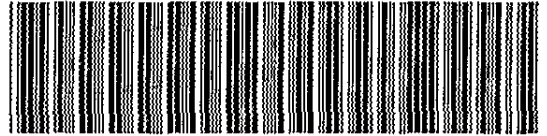
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2/2/03

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Executive Restaurant Consulting, Incorporated  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM:

Don Baruch  
Name (Printed or typed)

3613 Madaca Lane  
Address

Tampa, FL 33613  
City, State & Zip

813-833-8310  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
EXECUTIVE RESTAURANT CONSULTING, INCORPORATED**

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TALLAHASSEE FLORIDA

The person subscribing to these Articles of Incorporation is a natural person competent to contract and presents the following articles for the formation of a corporation under Florida law.

**ARTICLE ONE  
*Corporation Name***

The name of the business corporation shall be **Executive Restaurant Consulting, Incorporated.**

**ARTICLE TWO  
*Purpose of Corporation***

This corporation is being organized for the for the purpose of conducting any lawful business.

**ARTICLE THREE  
*Capital Stock***

The corporation shall be authorized to issue 100 shares of common stock, each share having a par value of \$1.00.

**ARTICLE FOUR  
*Duration***

The corporation shall have a perpetual existence that shall begin on the date these articles are filed by the Florida Secretary of State.

**ARTICLE FIVE  
*Initial Registered Office and Agent***

The street and mailing address of the corporation's principal place of business and the name and Florida address of its initial registered agent are:

<i>Principal and Mailing Address:</i>	3613 Madaca Lane Tampa, Florida 33618
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*Registered Agent:*

Donald Baruch  
3613 Madaca Lane  
Tampa, Florida 33618

**ARTICLE SIX**  
***Directors***

The Board of Directors shall manage this corporation and shall initially and at all times consist of a minimum of one member, however, any number of members may be added or subtracted by amendment of the corporation's bylaws, as permitted by law, so long as this one-person minimum is maintained.

**ARTICLE SEVEN**  
***Initial Director***

Donald Baruch, 3613 Madaca Lane, Tampa, Florida, 33618, is the corporation's initial director.

**ARTICLE EIGHT**  
***The Incorporator***

Donald Baruch, 3613 Madaca Lane, Tampa, Florida, 33618 is the incorporator signing these articles.

**ARTICLE NINE**  
***Indemnification of Directors, Officers, and Employees***

The corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened or pending action, suit, appeal, or other proceeding whether such proceedings are civil, criminal, administrative, or investigative against all expenses (including attorney's fees, judgments, fines, and any amount paid in connection with any of the proceedings named above) because he or she is or was a director, officer, or employee of this corporation and acted in good faith, or in a manner he or she reasonably believed to be in the best interest of the corporation. The corporation duty to indemnify shall not apply to indemnify a director, officer, or employee arising from their grossly negligent or will misconduct, or to criminal proceedings in instances where the director, officer, or employee had reasonable cause to believe his or her conduct was unlawful.

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

The foregoing Consent to be Registered Agent was acknowledged before me this 20th day of November 2002 by Donald Baruch, who is personally known to me or who provided FDL as identification.

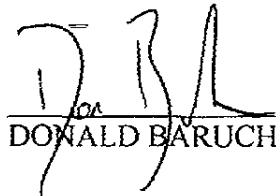


[Signature]  
Notary Public (Seal)

**ARTICLE TEN**  
***Voting Rights and Power to Amend By-laws***

The stockholders shall be exclusively empowered to elect the directors, and make, alter, or otherwise amend or repeal the bylaws, of this corporation.

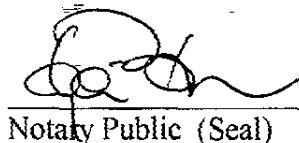
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation this \_\_\_\_\_ day of November 2002.

  
DONALD BARUCH

STATE OF FLORIDA                     )  
COUNTY OF HILLSBOROUGH       )

The foregoing instrument was acknowledged before me this 20th day of November 2002 by Donald Baruch, who is personally known to me or who provided FD as identification.

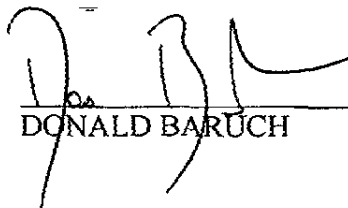


  
Notary Public (Seal)

**CONSENT TO BE REGISTERED AGENT**

I consent to having been named as registered agent to accept service of process for Executive Restaurant Consulting, Incorporated, at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Donald Baruch  
3613 Madaca Lane  
Tampa, Florida 33618

  
DONALD BARUCH

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