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03 JUN 23 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT: PARK AVE BBQ & GRILLE OF DELRAY BEACH, INC.

FROM:

Philip H. Forbes, Esq.
Law Offices of Philip H. Forbes, PL
11382 Prosperity Farms Road, Suite 227
Palm Beach Gardens, FL 33410-3463
(561) 625-1600
(561) 625-6901 fax

DATE: June 20, 2003

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 payable to the Florida Department of State for Filing Fee and Designation of Registered Agent.

Thank you.

**ARTICLES OF INCORPORATION
OF
PARK AVE BBQ & GRILLE OF DELRAY BEACH, INC.**

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The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is PARK AVE BBQ & GRILLE OF DELRAY BEACH, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business is 969 Southeast 5th Avenue, Delray Beach, Florida 33483-5108 and the mailing address of the Corporation is 4135 Burns Road, Palm Beach Gardens, Florida 33410-4605.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at One (\$1.00) Dollar par value common shares.

ARTICLE V - INITIAL OFFICERS/DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Dean Eric Lavallee	4135 Burns Road Palm Beach Gardens, Florida 33410-4605

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI – REGISTERED AGENT

The name and Florida street address of the Corporation's initial registered agent is Dean Eric Lavalley, 4135 Burns Road, Palm Beach Gardens, Florida 33410-4605.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Dean Eric Lavalley, 4135 Burns Road, Palm Beach Gardens, Florida 33410-4605.

ARTICLE VIII - INDEMNIFICATION

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE IX - RESIDENCY

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the by-laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the by-laws.

ARTICLE X – MEETINGS

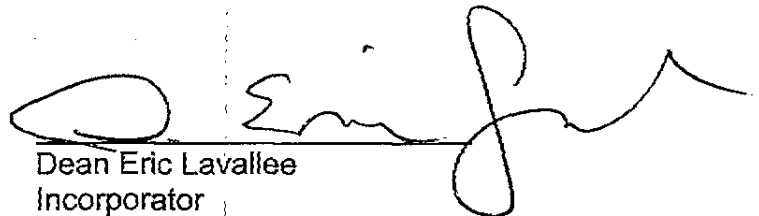
Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI - AGREEMENTS

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the

parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 19th day of June, 2003


Dean Eric Lavalée
Incorporator

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



CHRISTOPHER ROBIN WALTER
MY COMMISSION # DD 180644
EXPIRES: May 25, 2007
Bonded Thru Budget Notary Services

The foregoing instrument was acknowledged before me this 19 day of June, 2003, by Dean Eric Lavalée, "who is personally known" to me or produced a driver's license and did [did not] take an oath.


Notary Public, State of Florida

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

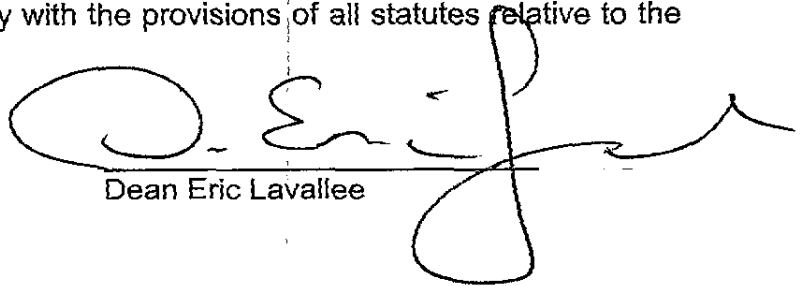
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In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That PARK AVE BBQ & GRILLE OF DELRAY BEACH, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 969 Southeast 5th Avenue, Delray Beach, Florida 33483-5108, has named Dean Eric Lavallee, located at 4135 Burns Road, Palm Beach Gardens, Florida 33410-4605, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Dean Eric Lavallee