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DIVISION OF CORPORATE AFFAIRS  
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9-16

Capitol Services, Inc.

1045 Merritt Drive

Tallahassee, FL 32301

(850) 878-4734  
Kathi or Brent

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. ST Florida Hddco, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
SJ FLORIDA HOLDCO INC.

FILED  
03 SEP 16 PM 1:17  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

SJ FLORIDA HOLDCO INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

Without limiting the scope and generality of the foregoing, the corporation may engage in the following activities:

To conduct the business of restaurateurs and caterers in all its branches; to sell, prepare food and drinks of all kinds and to acquire by purchase, lease or otherwise, and maintain and operate restaurants, lunchrooms, cafeterias, bars, grills and eating places of every kind, together with any and all equipment and apparatus necessary or advantageous to the proper conduct of said business.

To buy, lease or otherwise acquire, hold, own, operate, manage, construct, equip, maintain, repair, remodel, recondition, sell, lease, franchise the use of or otherwise dispose of (as principal, agent, broker, factor, contractor, subcontractor or any combination of the foregoing) any and all kinds of shops, restaurants, cafes and eating places of all kinds, and to provide other facilities and services incidental or necessary in the operation of the corporation.

To conduct the business of catering in all its lines; to take charge of and plan and prepare banquets, breakfasts and dinners and to serve the same; to furnish waiters and waitresses for said banquets, breakfasts and dinners and generally to do everything that those engaged in a similar line of business do.

To the extent permissible and subject to all regulatory provisions of the law of this State and of the United States, to prepare, mix, serve, buy and sell, import and generally deal in whiskies, gins, rums, brandies, cordials, wines spirits and alcoholic liquors and malt, vinous and spirituous beverages of all kinds.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	No Par Value

FOURTH: The address of the initial registered office of this corporation in this state is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The street address of the initial principal office of this corporation (wherever located) is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156.

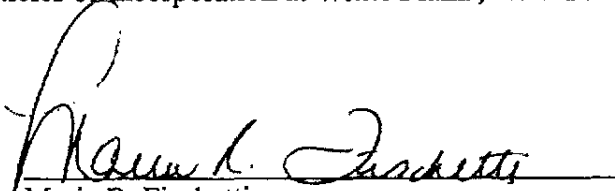
SIXTH: The name and address of the incorporators are as follows:

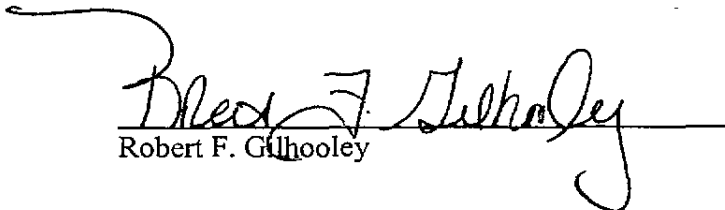
<u>NAME</u>	<u>ADDRESS</u>
Maria R. Fischetti	10 Bank Street White Plains, New York 10606
Robert F. Gilhooley	10 Bank Street White Plains, New York 10606

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provisions currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this fifteenth day of September, 2003 made and subscribed these Articles of Incorporation at White Plains, New York for the uses and purposes aforesaid.

  
Maria R. Fischetti

  
Robert F. Gulhooley

ACCEPTANCE AS REGISTERED AGENT

OF

SJ FLORIDA HOLDCO INC.

Having been named to accept service of process for the above 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 and complete performance of my duties.

Dated: September 15, 2003

United Corporate Services, Inc.

  
\_\_\_\_\_  
Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508  
Miami, Florida 33156

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA